



Invitation to the Annual General Meeting of Shareholders for the year 2019

Netbay Public Company Limited

April 23, 2019 at 2:00 p.m.

At the Jamjuree 1, Floor M
Pathumwan Princess Hotel
444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok.

Invitation to the Annual General Meeting of Shareholders for the Year 2019
Netbay Public Company Limited

Dear Shareholders

- Enclosures:
1. Copy of the Minutes of the Annual General Meeting of Shareholders for 2018
 2. 2018 Annual Report in the form of QR Code
 3. Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation
 4. Profiles of the Auditors Proposed for Appointment for the Year 2019
 5. The Company's Articles of Association in regards to the Shareholders' Meeting
 6. Information of independent directors proposed by the Company to be proxies for shareholders
 7. Documents req g the meeting and documents for Proxy
 8. Map of Pathumwan Princess Hotel
 9. Registration form and the proxy forms in accordance with the Department of Business Development of the Ministry of Commerce
 10. Request form to receive printed Annual Report for the year 2018

On February 28, 2019 the board of Directors of Netbay Public Company Limited (“the Company”) passed a resolution to schedule for the Annual General Meeting of Shareholders for the year 2019 on **April 23, 2019 at 2 pm at the Jamjuree 1, Floor M of the Pathumwan Princess Hotel**. The hotel's address is 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok, 10330. In order to consider matters according to the meeting's agenda and the following opinions of the board of directors:

Agenda No. 1: Consider To certify and approve the Minutes of the Annual General Meeting of Shareholders for the year 2018 which was held on April 27, 2018.

Facts and Reasons: The Company prepared the Minutes of the Annual General Meeting of Shareholders for the year 2018 which was held on April 27, 2018. This was completed within 14 days from the date of the annual general shareholders' meeting. After due consideration, The board of director deemed it accurate and appropriate for the approval of the 2019 Annual General Meeting of Shareholder which distributed with this invitation and announce in company website. (www.netbay.co.th)

The Board of Director's Opinion: It is appropriate to propose the Minutes of the Annual General Meeting of Shareholders for the year 2018, held on April 27, 2018. It was prepared accurately for the approval of the 2019 Meeting of Shareholders. The details of the meeting are shown in Enclosure 1.

Number of Votes for Resolution: A majority vote from shareholders who attend the meeting and have the right to vote.

Agenda No. 2: To acknowledge the Company's performance for 2018.

Facts and Reasons: According to Article 25 of the Company's Articles of Association, the Board of Directors is required to report the Company's business performance over the past year to the General Meeting of Shareholders. The summary of the Company's performance and significant changes in 2018 that appear in the 2018 Annual Report are in Enclosure 2.

The Board of Director's Opinion: The summary of the Company's performance and significant changes in 2018 should be reported to the shareholders for their acknowledgement.

Number of Votes for Resolution: Casting votes are not required since this agenda item is for acknowledgment only.

Agenda No. 3

To approve the financial statements for the fiscal year ending December 31, 2018.

Facts and Reasons: According to the Public Limited Company Act BE 2535, Section 112, together with Article 48 of the Articles of Association of the Company, the balance sheet and income statement must be prepared at the end of the Company's accounting period and must be reviewed and audited by the auditors before being proposed to the Annual Meeting of Shareholders for the consideration of approval.

The Board of Director's Opinion: It is deemed appropriate to propose the financial statements for fiscal year ending December 31, 2018 to the Annual General Meeting of Shareholders for approval. It was audited and signed by the auditors of EY Company Limited and approved by the Audit Committee. These statements represent the financial position and the business performance of the Company in 2018 as follows:

Financial Position Statements and Income Statements Units: Millions of Baht

	The Company and Subsidiary	The Company
Assets	610.66	513.53
Liabilities	138.79	78.65
Service Income	361.61	264.95
Profit for the year	148.81	151.12
Basic Earnings Per Share (baht/share)	0.74	0.76

The details of financial statements are presented in annual report of the 2018. This was delivered to the shareholders together with this invitation letter in Enclosure 2.

Number of Votes for Resolution: A majority vote from shareholders who attend the meeting and have the right to vote

Agenda No. 4:

To consider and approve the allocation of net profits for the year 2018 for dividend distribution.

Facts and Reason: The Company has a policy to pay dividends at the rate of no less than 40% of the net profit after the deduction of corporate income tax and statutory reserve.

The Company deemed it appropriate to make a dividend payment for the year 2018 to shareholders out of net profit from promoted operations at 0.7556 baht per share in the total amount of 151,120,000 baht which is 99.99% of net profit according to the separate financial statement. An ordinary shareholder is not required to withhold tax but is unable to request a dividend tax credit from this item. By specifying the list of shareholders who are entitled to receive the dividend on 3 May 2019 (Record Date), ("XD" or the Exclude Dividends Symbol will appear on 2 May 2019), and fixing the date of dividend payment to be within 21 May 2019.

Dividend Comparison with 2018

Dividend Detail	2018	2017
1. Net Profit according to the Separate Financial Statement (Baht)	151,123,716	101,820,997
2. No. of Share (share)	200,000,000	200,000,000
3. Dividend (Baht/share)	0.7556	0.4759
4. Total Dividend	151,120,000	95,180,000
5. Payout Ratio	99.99	93.48

The Board of Director's Opinion: Approved to propose the Shareholders' Meeting to consider the allocation of dividend payment from operating results of the year 2018 from the activities that receives the promotional privileges from the Board of Investment. The dividend will be paid by cash at the rate of Baht 0.7556 per share which the total amount was calculated to be approximately Baht 151,120,000 baht, or at payout ratio of 99.99% of net profit according to the separate financial statement. An ordinary shareholder is not required to withhold tax but is unable to request a dividend tax credit from this item. By specifying the list of shareholders who are entitled to receive the dividend on 3 May 2019 (Record Date), ("XD" or the Exclude Dividends Symbol will appear on 2 May 2019), and fixing the date of dividend payment to be within 21 May 2019.

Number of Votes for Resolution: A majority vote from shareholders who attend the meeting and have the right to vote. If the vote is tied, the Chairman of the meeting shall cast the deciding vote.

Agenda No. 5: Consider the election of directors in place of those retiring by rotation

Facts and Reasons: According to the Public Limited Company Act and Article 39 of the Company Articles of Association, it stipulates that one-third of the directors must retire at the Annual General Meeting of Shareholders. Directors who are required to vacate their office in the first and second years following the converted registration to Public Company shall be selected by random draw. In the following years, directors who have held the position longest will retire. However, directors who retire may be re-elected if the meeting of shareholders approves. The Board of Directors consists of the following 7 directors:

1. Prof. Dr. Pairash Thajchayapong Chairman
2. Mr. Pichit Viwatrujirapong Vice Chairman and Chief Executive Officer
3. Mr. Akaradej Rojmeta Director
4. Mrs. Kobkanjana Veerapongpradit Director/ Nomination and Remuneration Committee/
Managing Director
5. Mrs. Patama Wongtoythong Director/ Independent Director/
Chairman of the Audit Committee
6. Mr. Vichit Yanamorn Director/Independent Director /Audit Committee/
Nomination and Remuneration Committee
7. Mr. Suvit Arunanondchai Director/Independent Director/Audit Committee/
Chairman of the Nomination and Remuneration Committee

The directors who had to retire from the office by rotation this year included:

1. Mr. Pichit Viwatrujirapong Vice Chairman and Chief Executive Officer
2. Mrs. Patama Wongtoythong Director/ Independent Director/
Chairman of the Audit Committee

In addition to this, the Company gave opportunity to shareholders to propose agenda items and nominate candidates to be elected as directors between November 20, 2018 and January 4, 2019. No shareholders proposed any agenda items and they did not nominate any candidates for election. The board of Nomination and Remuneration Committee proposed the re-election of the 2 retired directors and holding the same position for another term after considering their profile, knowledge, capability and qualifications. The details of the nominated directors that replaced directors who retired by rotation are shown in Enclosure 3.

The Board of Director's Opinion: Agreed that the following directors should be re-elected for the position of the Company's director and holding the same position for another term.

1. Mr. Pichit Viwatrujirapong Vice Chairman and Chief Executive Officer
2. Mrs. Patama Wongtoythong Director/ Independent Director/
Chairman of the Audit Committee

Number of Votes for Resolution: A majority vote from shareholders who attend the meeting and have the right to vote according to the following regulations and procedures.

- (1) One vote per share
- (2) Each shareholder must use all the votes in (1) elect one or several persons to be director. In the case of election of multiple persons to be director, the number of votes can be distributed to any person as they wish.
- (3) The number of required directors needed to fill positions will be according to nominees that receive the highest number of votes. If there is a tie, the chairman will cast the deciding vote.

Agenda No. 6: Consider remuneration for the Company's board of directors and committees for the year 2018

Facts and Reasons: Under the Public Limited Companies Act BE 2535, the Company shall not pay any money or other property to directors except as payment of remuneration in the form of salary, rewards, meeting allowances, bonuses or other characteristics that are approved by the shareholders' meeting as stated in Article 38 of the Company's Articles of Association.

The Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018 resolved to pay the board of directors, the Audit Committee, and the Nomination and Remuneration Committee the following remuneration. It is in effect from the date of approval at the Annual General Meeting of Shareholders for the year 2018, until the shareholders' meeting resolves to adjust it.

1. Meeting Allowance for Directors: In the Case that Meetings were Attended

Baht/person/time

Position	The Board of Directors	Meeting Allowance
Chairman	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2018	25,000
Non-Executive Director	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2018	18,000

Chairman/ Executive Director	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2018	none
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2. Monthly Remuneration

	Baht/person/month
Position	Salary
Chairman of the Board	30,000
Chairman of Audit Committee	25,000
Chairman of Nomination and Remuneration Committee/ Chairman of other committee which may appointed in 2018	20,000
Non-Executive Director	20,000
Chairman/ Executive Director	none

The amount of meeting allowances and monthly remuneration will not exceed 3,500,000 Baht.

3. Directors' Bonus

The Board of Directors, except for executive directors shall receive a bonus not exceeding 5% of the dividend payment distributed to shareholders and will be arranged by board of directors.

Remarks: Monthly remuneration and bonuses for directors will be rendered to each individual director according to the length of time each individual director has held the position.

4. Non-Monetary Remuneration

- none -

Directors' Remunerations for 2018 ended December 31, 2018 is totally 6,570,000 Baht divided into meeting allowance for Board of Director, Audit Committee, and Nomination and Remuneration Committee 840,000 Baht and monthly remuneration 1,380,000 Baht and monetary reward 4,350,000 Baht which is not exceed the above criteria. Detail as enclosed in Annual report.

At the Nomination and Remuneration Committee meeting no. 1/2019 held on January 22, 2019 the committee reviewed and approved to remain the remuneration of directors and subcommittee as approved in 2018. In addition, Directors' Bonus will not exceed 4,500,000 and will be paid in the same month as shareholders' dividend.

The Nomination and Remuneration Committee consider the remuneration base on following criteria:

- Committee remuneration data comparison from survey such as IOD survey indicated the similar industry.
- Experience, duty, role and responsibility of each director and subcommittee.
- Business expansion, company growth and profit.

The Board of Director's Opinion: It is deemed appropriate for the shareholders meeting to approve the remuneration of the Board of Directors and the boards of the subcommittees for 2019 at the rates mentioned above, which was proposed by the Nomination and Remuneration Committee.

Number of Votes for Resolution: No less than two thirds of the total number of votes of shareholders that attended the meeting.

Agenda No. 7: Approve the appointment of the Company's auditors and the auditor's fee for the year 2019

Facts and Reasons: The Public Limited Company Act, BE (1992) 2535, Section 120 requires that the Annual General Meeting of Shareholders appoint the Company's auditors and the auditor's remuneration annually. In appointment, the same auditors can be appointed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 44/2556 regarding the rules, conditions and procedures for the disclosure of financial position statements and the operational performance of a listed company. There shall be a rotation of the Company's auditors if the same auditor has audited, reviewed and given opinion on the Company's financial statements for seven consecutive fiscal years.

This year, the board of directors considered selecting E.Y. Office Limited to be the Company's auditors for 2019 as proposed by the Board of the Audit Committee. This was due to good accounting standard policies, their expertise in auditing and their excellent performance. In addition, when considering the amount of work and the audit fee from other auditing companies at the same level, E. Y Office Limited has appropriate audit fees. The nominated auditors have no relationship and have no stake with the Company/subsidiaries/executives/major shareholders or those related to such persons. They are approved by the office of the Securities and Exchange Commission to be an auditor for listed companies. Details of the auditor's qualifications are shown in the nominee's profile for the Company's auditor for the year 2019 in Enclosure 4.

List of Auditors for 2019	License No.
Mr. Sophon Permsirivallop	Certified Public Accountant, License No. 3182
Ms. Rungnapa Lertsuwankul	Certified Public Accountant, License No. 3516
Ms. Pimjai Manitkajohnkit	Certified Public Accountant, License No. 4521
Ms. Rosaporn Decharkom	Certified Public Accountant, License No. 5659
Ms. Sumana Punpongsanon	Certified Public Accountant, License No. 5872
Ms. Orawan Techawatanasirikul	Certified Public Accountant, License No. 4807

The audit fee for 2019 is 1,000,000 Baht.

The audit fee comparison with 2018

Year	2019	2018
Audit Fee	1,000,000	950,000
Non-Audit Fee	66,000	60,000

Non-Audit Fee is for auditing promoted operations transactions.

- Remarks:** 1. In appointment, the same auditors can be appointed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 44/2556 regarding the rules, conditions and procedures for the disclosure of financial position statements and the operational performance of a listed company. There shall be a rotation of the Company's auditors if the same auditor has audited, reviewed and given opinion on the Company's financial statements for five consecutive fiscal years. Company shall appoint same auditor after two consecutive fiscal years.
2. Proposed auditors was appointed to be Company's auditors as following:
- 2.1 Mr. Sophon Permsirivallop was appointed to be Company's auditors during 2016-2018.
 - 2.2 Miss Roongnapa Lertsuwankul was appointed to be Company's auditors during 2016-2018.
 - 2.3 Miss Pimjai Manitkajohnkit was appointed to be Company's auditors during 2017-2018 and signed the Company's financial statements in the years 2017-2018.
 - 2.4 Miss Rossaporn Decharkom was appointed to be Company's auditors during 2016-2018 and signed the Company's financial statements in the years 2016
 - 2.5 Miss Sumana Punpongsanon was appointed to be Company's auditors during 2016-2018.
 - 2.6 Miss Orawan Techawatanasirikul was appointed to be Company's auditors during 2018
3. Company's and subsidiary's auditors are from the same company. The subsidiary is responsible it's own audit fee.

The Board of Director's Opinion: It is deemed appropriate to approve Mr. Sophon Permsirivallop, Certified Public Accountant, License No. 3182 or Miss Roongnapa Lertsuwankul, Certified Public Accountant, License No. 3516 or Miss Pimjai Manitkajohnkit, Certified Public Accountant, License No. 4521 or Miss Rossaporn Decharkom, Certified Public Accountant, License No. 5659 or Miss Sumana Punpongsanon, Certified Public Accountant, License No. 5872 and Miss Orawan Techawatanasirikul, Certified Public Accountant, License No. 4807 from EY Office Limited to be auditors for the Company for the year 2018. Remuneration for the auditing fees will not exceed 1,000,000 baht per year.

Numbers of Votes for Resolution: A majority vote from shareholders who attend the meeting and have the right to vote.

Agenda No. 8: Other matters

We would like to invite all shareholders to the Annual General Meeting of Shareholders for the year 2019. It will be held on April 23, 2019 at 2 pm, at the Pathumwan Princess Hotel in the Jamjuree 1 on Floor M. The address is 444 MBK Center Phayathai Rd, Wangmai, Pathumwan Bangkok, 10330. The Annual General Meeting of Shareholders' registration will begin at 12.30 pm.

For the convenience of any shareholders who wish to assign another person to attend the meeting and vote on behalf of the shareholder, please fill out the details and sign the enclosed Proxy Form in Enclosure No.9

If you wish to appoint an independent director to be your proxy, the Company would like to inform that independent directors who have not retired by rotation at the Annual General Meeting of Shareholders for the year 2018 are as follows: Information regarding the details of the Company's proposed independent directors as proxies for shareholders appear in Enclosure No.6

1. Mr. Vichit Yanamorn
2. Mr. Suvit Arunanondchai

We ask for your cooperation to send the proxy form and the required documents to the Company in advance in order to receive the documents by April 19, 2019. The Company has provided the stamp duty to seal the proxy form for the proxies who register to attend the shareholders' meeting.

Yours sincerely,

By the Order of the Board of Directors

กฤษณัฐ วงศ์เกษมจิตร

(Ms. Quanying Wongkasemjit)

Company Secretary

Minutes of the 2018 Annual General Meeting of Shareholders
 Netbay Public Company Limited
 April 27, 2018 2:00 PM
 At the Jamjuree Ballroom A, Floor M
 Pathumwan Princess Hotel
 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330

The Meeting commenced at 2:00 PM

Ms.Quanying Wongkasemjit, Company Secretary as the anchor of the meeting, reported that the Company presently has a registered capital of Baht 200,000,000 and a paid-up capital of Baht 200,000,000 which was represented by 200,000,000 ordinary shares at a par value of Baht 1 per share.

According to Clause 18 of the Company's Articles of Association, the shareholders' meeting must consist of at least twenty-five (25) shareholders or proxies (if any) or at least one-half of the total number of the shareholders, altogether holding not less than one-third (1/3) of the issued and paid-up shares, to constitute a quorum. The total issued and paid-up shares were 200,000,000. Therefore, to constitute a quorum, altogether holding not less than 66,666,667 shares.

Before considering the meeting agenda, the anchor was assigned to explain the procedure for voting and vote counting on each agenda item as follows:

- o On each agenda, the shareholders may cast their votes of "approval," "disapproval," or "abstention" using the ballots received upon registration. Voting shall be based on one vote per share (1 share : 1 vote).
- o In an ordinary event, the resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes. In case of an equal vote, the Chairman shall have the casting vote. Except agenda 6: Consider remuneration for the Company's board of directors and committees for 2018, the resolution must be passed by no less than two third of the total number of votes of the shareholders attending the meeting and casting their votes. And agenda 8: To approve the amendment to the Company's Articles of Association, the resolution must be passed by no less than three fourth of the total number of votes of the shareholders attending the meeting and casting their votes.
- o For vote counting, the Company shall deduct disapproval or abstention votes from the total number of votes of the shareholders attending the meeting. The remaining number shall be treated as approval of that agenda item.
- o For the shareholders authorizing proxies to cast a specific vote on their behalf, the Company already recorded their votes of approval, disapproval or abstention in computers.
- o In each agenda except Agenda item 6, only the votes of disapproval and abstention in each agenda item would be counted by way of a raising of hands to signify to the Meeting staff to collect their ballots received upon registration and the staffs would collect filled-in ballots and count the votes.
- o In the following cases, the ballot shall be deemed as a rejected ballot and shall not be counted:
 - No vote is specified in the ballot.
 - The ballot is crossed out or a mark or content therein is amended without signature.
- o The attending shareholders and proxies with Form A or Form B may not divide their votes.
- o In case a shareholder or a proxy would like to express his/her opinion or ask questions, he/she shall raise his/her hand and give his/her name to the meeting before providing opinions or asking questions.
- o In case a shareholder or a proxy would like to leave the meeting room during vote casting and would like to vote on that agenda or remaining agenda items in advance, he/she can exercise his/her right by specifying

his/her vote in the ballot received upon registration and hand in the ballot to the staff. Such votes shall be counted when the time comes for vote counting for any such agenda item.

The aforementioned details are in accordance with the Company's Articles of Association. The anchor gave the shareholders the opportunity to ask questions on the voting method. After no questions were raised by the shareholders and proxies, the anchor invited Prof. Dr. Pairash Thajchayapong, the Chairman of the Board of Directors and the Chairman of the 2018 Annual General Meeting of Shareholders, to lead the meeting to consider the matters on the agenda as follows:

Prof. Dr. Pairash Thajchayapong, the Chairman of the Board of Directors, presided as the Chairman of the Shareholders Meeting ("the Chairman") welcomed the shareholders and informed the Company presently has 7 directors, 6 of whom attended the meeting. The Chairman introduced the directors to the meeting individually.

1. Prof. Dr. Pairash Thajchayapong Chairman
2. Mr. Pichit Viwatrujirapong Vice Chairman
3. Mrs. Patama Wongtoythong Director/ Independent Director/Chairman of the Audit Committee
4. Mr. Suvit Arunanondchai Director/Independent Director/Audit Committee/Chairman of the Nomination and Remuneration Committee
5. Mr. Akaradej Rojmeta Director
6. Mrs. Kobkanjana Veerapongpradit Director/Nomination and Remuneration Committee

Company Secretary

Ms. Quanying Wongkasemjit

Representative Auditors form E.Y. Office Company Limited

Mr. Atid Tragoondet

Representative for Independent Legal Consultant

Mr. Chisanacha Puangsuda

Chairman informed that, in this shareholders' meeting, there were 26 shareholders with 102,687,884 shares and 140 proxies with 34,463,200 shares attending the meeting, making up 166 registered shareholders and 137,151,084 registered shares which is 68.5755% of the total 200,000,000 issued and paid-up shares. The quorum was established in accordance with the Company's Articles of Association, therefore the Chairman lead the meeting to consider the matters on the agenda as follows:

Agenda No. 1: To certify and approve the Minutes of the Annual General Meeting of Shareholders for the year 2017 which was held on April 20, 2017.

The Company prepared the Minutes of the Annual General Meeting of Shareholders for the year 2017 which was held on April 20, 2017. This was completed within 14 days from the date of the ordinary shareholders' meeting and the Board of Directors agreed to propose the meeting report for approval. Detail is in attachment no. 1.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved the Minutes of the Annual General Meeting of Shareholders for the year 2017 which was held on April 20, 2017 by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	109,988,385	Votes	or	80.1379	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	27,260,400	Votes	or	19.8620	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 2: To acknowledge the Company's performance for 2017.

The Chairman assigned Mr. Pichit Viwatrujirapong, Vice Chairman and Chief Executive Officer, to present this agenda to the meeting.

Mr. Pichit reported according to Article 25 of the Company's Articles of Association, the Board of Directors is required to report the Company's business performance over the past year to the General Meeting of Shareholders. The summary of the Company's performance and significant changes in 2017 that appear in the 2017 Annual Report are in Enclosure 2.

Reported the operation results of the year 2017 as summarized in the following:

	2017	2016	Growth (%)
Service Income (MB.)	314.79	272.94	15.33%
Net Profit (MB.)	115.80	89.32	29.65%

The company's performance for the year 2017 growing higher than the projection which has Net Profit 115.8 Million Baht, increasing by 29.65% from 2016 which was 89.32 Million Baht. Service Income is 314.79 Million Baht, increasing by 15.33% from 2016 which was 272.94 Million Baht.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to acknowledge on the following agendas.

Resolution Acknowledged the Company's performance for 2017.

Agenda No. 3 To approve the financial statements for the fiscal year ending December 31, 2017.

The Chairman assigned Mr. Pichit Viwatrujirapong, Vice Chairman and Chief Executive Officer, to present this agenda to the meeting.

Mr. Pichit reported according to the Public Limited Company Act BE 2535, Section 112, together with Article 49 of the Articles of Association of the Company, the balance sheet and income statement must be prepared at the end of the Company's accounting period and must be reviewed and audited by the auditors before being proposed to the Annual Meeting of Shareholders for the consideration of approval.

Total Asset	533.09 million baht
Total Liabilities	114.66 million baht
Total Shareholders' equity	418.43 million baht
Service income	314.79 million baht
Total Revenue	321.40 million baht
Net Profit	115.80 million baht
Basic earnings per share	0.58 baht

Regarding the details of the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of 31st December 2017 in attachment no. 2

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. Mr.Pichit then answered the inquiries, which could be summarized as follows:

1) Question from shareholder, Khun Nattapach Luckanathampichit: Question about Current Investment under Investments in securities held for trading: year 2016 was 105 million baht and year 2017 was 164 million baht which indicated in MD&A that it was the investment in open-end fund. Please clarify which type of fund, which asset management firm, and why should be this amount.

Answer: Khun Sutarin Wongsongja, CFO, explained that it is excess cash flow which company considers to invest in SCBAM to gain higher benefit than saving account. For further new project/product development and investment, Khun Pichit Viwatrujirapong with explain in detail at the end part of the meeting.

As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved the financial statement for the fiscal year ending on December 31, 2017 by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,248,885	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 4: To consider and approve the allocation of net profits for the year 2017 for statutory reserve and dividend distribution.

The Chairman assigned Mr. Pichit Viwatrujirapong, Vice Chairman and Chief Executive Officer, to present this agenda to the meeting.

Mr. Pichit reported in 2017, according to the separate financial statements that represent the Company's performance for the year ending on December 31, 2017, the total net profit from the financial statements amounted to 101.82 Million Baht. The Company is required to allocate net profits of no less than 5% the separate financial statements which amounted to 6.65 Million Baht to be a reserve fund as required by the law which will make the total reserve fund reach 10% of registered capital.

The Company has a policy to pay dividends at the rate of no less than 40% of the net profit after the deduction of corporate income tax and statutory reserve.

Dividend Summary for 2016

Dividend Summary	2017
Dividend per share	0.4759 baht
Total dividend	95.18 million baht
Dividend payout ratio	93.48%

The Company deemed it appropriate to make a dividend payment for the year 2017 to shareholders out of net profit from promoted operations at 0.4759 baht per share in the total amount of 95,180,000 baht which is 93.48% of net profit. An ordinary shareholder is not required to withhold tax but is unable to request a dividend tax credit from this item. By specifying the list of shareholders who are entitled to receive the dividend on 7 May 2018 (Record Date), ("XD" or the Exclude Dividends Symbol will appear on 4 May 2018), and fixing the date of dividend payment to be within 25 May 2018.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following

agendas. This resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approve the allocation of net profits for the year 2017 for statutory reserve and dividend distribution by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,248,885	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 5: Consider the election of directors in place of those retiring by rotation

The Chairman assigned Mr. Suvit Arunnonondchai, Director/Independent Director/Audit Committee/Nomination and Remuneration Committee, to present this agenda to the meeting.

Mr.Suvit reported according to the Public Limited Company Act and Article 39 of the Company Articles of Association, it stipulates that one-third of the directors must retire at the Annual General Meeting of Shareholders. Directors who are required to vacate their office in the first and second years following the conversed registration to Public Company shall be selected by random draw. In the following years, directors who have held the position longest will retire. However, directors who retire may be re-elected if the meeting of shareholders approves.

The directors who had to retire from the office by rotation this year included:

1. Mr. Akaradej Rojmeta Director
2. Mr. Vichit Yanamorn Director/Independent Director /Audit Committee/
Nomination and Remuneration Committee

The board of Nomination and Remuneration Committee proposed the re-election of the 3 retired directors for another term after considering their profile, knowledge, capability and qualifications. The details of the nominated directors that replaced directors who retired by rotation are shown in Enclosure 3.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved the re-election of the following people to resume positions as the Company's directors for another term.

1. Mr. Akaradej Rojmeta Director

Approved by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,248,886	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

2. Mr. Vichit Yanamorn Director/Independent Director /Audit Committee/
Nomination and Remuneration Committee

Approved by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,248,886	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 6: Consider remuneration for the Company's board of directors and committees

The Chairman assigned Mr. Suvit Arunanondchai, Director/Independent Director/Audit Committee/Nomination and Remuneration Committee, to present this agenda to the meeting.

Mr. Suvit reported under the Public Limited Companies Act BE 2535, the Company shall not pay any money or other property to directors except as payment of remuneration in the form of salary, rewards, meeting allowances, bonuses or other characteristics that are approved by the shareholders' meeting as stated in Article 38 of the Company's Articles of Association.

The Annual General Meeting of Shareholders for the year 2017 held on April 20, 2017 resolved to pay the board of directors, the Audit Committee, and the Nomination and Remuneration Committee the following remuneration. It is in effect from the date of approval at the Annual General Meeting of Shareholders for the year 2017, until the shareholders' meeting resolves to adjust it.

1. Meeting Allowance for Directors: In the Case that Meetings were Attended

baht/person/time

Position	The Board of Directors	Meeting Allowance
Chairman	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2017	25,000
Non-Executive Director	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2017	18,000
Chairman/ Executive Director	Director/ Audit Committee/ Nomination and Remuneration Committee/ other committee which may appointed in 2017	none

2. Monthly Remuneration

baht/person/month

Position	Salary
Chairman of the Board	30,000
Chairman of Audit Committee	25,000
Chairman of Nomination and Remuneration Committee/ Chairman of other committee which may appointed in 2017	20,000
Non-Executive Director	20,000
Chairman/ Executive Director	none

The amount of meeting allowances and monthly remuneration will not exceed Baht 3,000,000 Baht.

3. Directors' Bonuses

The Board of Directors, except for executive directors shall receive a bonus not exceeding 5% of the dividend payment distributed to shareholders and will be arranged by board of directors.

Proposed for the Meeting of Shareholders to approve remuneration for the Company's board of directors and committees for the year 2018 as follow:

1. Meeting Allowance for Directors: In the case that meetings were attended.

Position	Directors	Meeting Attendance Remuneration (baht)
Chairman	Directors/Audit Committee/ Nomination and Remuneration Committee/Other Committee Boards that may be appointed in 2018	25,000 baht /person/time
Directors that are not Executive Directors	Directors/Audit Committee/ Nomination and Remuneration Committee/Other Committee Boards that may be appointed in 2018	18,000 baht/person/ time
Chairman/Executive Directors	Directors/Audit Committee/ Nomination and Remuneration Committee/Other Committee Boards that may be appointed in 2018	None

2. Monthly Remuneration

Position	Salary
Chairman of the Board	30,000
Chairman of the Audit Committee	25,000
Directors/Audit Committee/Nomination and Remuneration Committee/Other Committee Boards that may be appointed in 2017	20,000
Directors who are not Executives	20,000
Chairman/Executive Directors	None

The amount of meeting allowances for directors and monthly remuneration will not exceed 3,500,000 baht.

3. Directors' Bonuses

The Board of Directors, except for executive directors shall receive a bonus not exceeding 5% of the dividend payment distributed to shareholders and will be arranged by board of directors.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by two third of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved by a simple majority of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	135,718,286	Votes	or	98.8847	Percent
Disapproved	1,530,600	Votes	or	1.1152	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 7: Approve the appointment of the Company's auditors and the auditor's fee for the year 2018

The Chairman assigned Mrs. Patama Wongtoythong, Director/ Independent Director/Chairman of the Audit Committee, to present this agenda to the meeting.

Mrs. Patama reported the Public Limited Company Act, BE (1992) 2535, Section 120 requires that the Annual General Meeting of Shareholders appoint the Company's auditors and the auditor's remuneration annually. In appointment, the same auditors can be appointed in accordance with the Notification of the Capital Market Supervisory Board No. TorChor 44/2556 regarding the rules, conditions and procedures for the disclosure of financial position statements and the operational performance of a listed company. There shall be a rotation of the Company's auditors if the same auditor has audited, reviewed and given opinion on the Company's financial statements for five consecutive fiscal years.

This year, the board of directors considered selecting E.Y. Office Limited to be the Company's auditors for 2018 as proposed by the Board of the Audit Committee. This was due to good accounting standard policies, their expertise in auditing and their excellent performance. In addition, when considering the amount of work and the audit fee from other auditing companies at the same level, E. Y Office Limited has appropriate audit fees which do not exceed 950,000 baht per year. The nominated auditors have no relationship and have no stake with the Company/subsidiaries/executives/major shareholders or those related to such persons. They are approved by the office of the Securities and Exchange Commission to be an auditor for listed companies. Details of the auditor's qualifications are shown in the nominee's profile for the Company's auditor for the year 2018 in Enclosure 4.

List of Auditors for 2017	License No.
Mr. Sophon Permsirivallop	Certified Public Accountant, License no. 3182
Ms. Rungnapa Lertsuwankul	Certified Public Accountant, License no. 3516
Ms. Pimjai Manitkajothkit	Certified Public Accountant, License no. 4521
Ms. Rosaporn Decharkom	Certified Public Accountant, License no. 5659
Ms. Sumana Punpongsanon	Certified Public Accountant, License no. 5872
Ms. Orawan Techawatanasirikul	Certified Public Accountant, License No. 4807

This year, the board of directors considered selecting E.Y. Office Limited to be the Company's auditors for 2017 as proposed by the Board of the Audit Committee. This was due to good accounting standard policies, their expertise in auditing and their excellent performance. In addition, when considering the amount of work and the audit fee from other auditing companies at the same level, E. Y Office Limited has appropriate audit fees which do not exceed 950,000 baht per year. The nominated auditors have no relationship and have no stake with the Company/subsidiaries/executives/

major shareholders or those related to such persons. They are approved by the office of the Securities and Exchange Commission to be an auditor for listed companies.

Year	2017	2016	2015	2014	2013
Audit Fees	950,000	920,000	920,000	900,000	830,000

Proposed for the Meeting of Shareholders to approve Mr. Sophon Permsirivallop, Certified Public Accountant, License No. 3182 or Miss Roongnapa Lertsuwankul, Certified Public Accountant, License No. 3516 or Miss Pimjai Manitkajohnkit, Certified Public Accountant, License No. 4521 or Miss Rossaporn Decharkom, Certified Public Accountant, License No. 5659 or Miss Sumana Punpongsanon, Certified Public Accountant, License No. 5872 and Miss Orawan Techawatanasirikul, Certified Public Accountant, License No. 4807 from EY Office Limited to be auditors for the Company for the year 2018. Remuneration for the auditing fees will not exceed 950,000 baht per year.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by a majority of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,249,386	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

Agenda No. 8: To approve the amendment to the Company's Articles of Association

The Chairman assigned Ms. Quanying Wongkasemjit, Company Secretary, to present this agenda to the meeting.

Ms. Quanying reported Whereas the Head of the National Council for Peace and Order No. 21/2560 On Amendment of Laws to Facilitate the Ease of Doing Business issued the order dated 4 April 2017 section 9 repealing the section 100 of the Public Limited Companies Act B.E. 2535 (1992) with the following statement

“ Section 100 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonable provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangement for holding the meeting”

The amendment of such law is related to amendment of the right of shareholder requesting to call an extraordinary shareholder's meeting which is summarized as follows

1. Minimizing the portion of the total number of shares to request the board of directors to call the meeting from not less than one-fifth of the total number of shares sold to not less than ten percent of the total number of shares sold.
2. Increasing the period of time for the board of director to call the meeting from 1 month to 45 days as from the date of receiving the request letter of shareholder.
3. Increasing the principal for the extraordinary meeting called by shareholder in case the board of directors fails to do so and the Company must be responsible for the expenses as may be incurred in the course of convening such meeting if quorum of the meeting constitute as prescribed by section 103.
4. The shareholder must be responsible for the expenses incurred in arrangement for the meeting if the shareholders presented does not constitute quorum.

To comply in accordance with the law, the Company then proposed the amendment of the articles of association clause 16 which is the detail as shown in the enclosure 5.

Moreover, for the untroubled process with the registrar, proposed for the Meeting of Shareholders to empowered Mr.Pichit Viwatrujirapong to amend or revise the content of the Company's Articles of Association as required by registrar.

The Chairman then asked if there were any questions to be asked or opinions to be expressed concerning the topic or related ones. As there was no question being asked, the Chairman asked the meeting to vote on the following agendas. This resolution must be passed by three forth of the votes of the shareholders attending the meeting and casting their votes.

Resolution Approved by unanimously resolved of total number of votes of the shareholders present at the meeting and eligible to votes as follows:

Approved	137,249,386	Votes	or	100.00	Percent
Disapproved	0	Votes	or	0.00	Percent
Abstained	0	Votes	or	0.00	Percent
Voided Ballot	0	Votes	or	0.00	Percent

After the final agenda, the Chairman then asked if there were questions. There were a few questions as follows.

- 1) Question from shareholder, Khun Niti Suttiroj: Ask the company to consider arranging company visit.
Answer Khun Pichit Viwatrujirapong explained that company always welcome all shareholders and investors to visit the company. Please feel free to contact the company and we will arrange accordingly.
- 2) Question from shareholder, Khun Songpol Sukhontapong:
 - 2.1) Please explain company's action plan for market acceptance.
Answer Khun Pichit Viwatrujirapong explained that as company doing business on B2B และ B2G, we would focus on seminar activities through target users on private and government sectors.
 - 2.2) e-Trade Finance creates the major revenue to the company. In next 3 years, how the company plan on revenue proportion among 3 businesses.
Answer Khun Pichit Viwatrujirapong explained that company still focus on the major business, e-Trade Finance, as it is the solid business and has the opportunity to grow through the large group of users who want to exchange data among existing parties and what we are going to connect in the near future.
 - 2.3) Please explain the progress on the batch road tax online payment with Department of Land Transportation
Answer Khun Pichit Viwatrujirapong explained that it is depend on Department of Land Transportation policy and users' readiness. However, company has already developed the system.
 - 2.4) Please explain company's business model for market acceptance.

Answer Khun Pichit Viwatrujirapong explained that company structured the business by connecting business and government parties and generating recurring revenue. With the coverage of these parties, it is difficult for competitor to penetrate the market.

2.5) How the company will increase growth from Organic Growth to Inorganic Growth?

Answer Khun Pichit Viwatrujirapong explained that company always make a careful consideration on an investment in new project to expand the business. Company will invest based on technology expertise and have to ensure that business model is compatible with existing business. Last but not least, Company has to minimize a risk, generating a worth shareholder return, and create sustainability. Before company making an investment, there is the due-diligent process to comply. Most of the start up firm over-evaluates value than its intrinsic value. Comparing to company's own business development or partners revenue sharing model, it is worthier.

3) Question from Thai Investors Association's Representative, Khun Virat Kosolvatawong: Please explain company's Opportunity and Threat.

Answer Khun Pichit Viwatrujirapong explained that as company started business from B2B and B2G model, there is a huge opportunity to expand to general non-electronics users. Nevertheless, this business is not monopoly, there is the possibility for competitor to penetrate.

4) Question from shareholder, Khun Teetuch Vanichsatien:

4.1) Is there the opportunity for the company to do e-Commerce business?

Answer Khun Pichit Viwatrujirapong explained that company started business from B2B and B2G model as it has a bigger impact to the usage and revenue. When awareness brought to the market, it is possible to expand to B2C. However, company has to carefully taking this into consideration as the management is totally different from the present. Company should go for specific market than price competitive with the major players who have more resources and funds.

4.2) What the company can do with CLMV?

Answer Khun Pichit Viwatrujirapong explained that company is ready for sharing our technology with CLMV. However, it is depend on law, regulation, and policy of each country.

4.3) How does the company looking at Blockchain and ICO (Initial Coin Offering)?

Answer Khun Pichit Viwatrujirapong explained that it is the high security technology. With the good management and design, it will creates the maximum benefit. For ICO (Initial Coin Offering), platform development is not complicated, it is the issue of law and regulation.

5) Question from shareholder, Khun Lersak Jongvilaikasem: As Thailand has entered into a strategic partnership with Alibaba, is it effect the company?

Answer Khun Pichit Viwatrujirapong explained that there should be no negative effect because every importer/exporter has to submit data through Gateway to Royal Thai Customs and company believe that government should not allow foreign company to provide this service.

6) Question from shareholder, Khun Nahathai Pheobix:

6.1) How much is the company's market share? Is there the possibility for disruption?

Answer Khun Pichit Viwatrujirapong explained that company has market share more than 50% and disruption can happened in every business depending on the management.

6.2) Is the company growth in the same direction with economics?

Answer Khun Pichit Viwatrujirapong explained that as company's revenue is transaction base on the number of transaction usage, not import/export value, economics growth may not directly reflect growth on company's business. For example, during the political circumstance, export value was declined but company revenue remained the same. When the issues was solved, economic was growth and company was also growth but not in the same proportion.

6.3) Is the government develop the same system as the company?

Answer Khun Pichit Viwatrujirapong explained that government use to attempt. After taking the investment administrative cost into consideration, service providers is more cost effective.

7) Question from shareholder, Khun Anucha Kijtanamongkolchai: There is a rumors that Alibaba negotiates with the government to expand free trade area. Does the company know about this?

Answer Khun Pichit Viwatrujirapong explained that free trade area should not be specifically given to any particular company. It should cover the group of countries. Company's system covers this function.

8) Question from shareholder, Khun Ekkasith Bupphanhasamai: There is a concern that company is depending on Khun Pichit. If the company is not under Khun Pichit's management, will the company continue to growth?

Answer Khun Pichit Viwatrujirapong explained that company has carefully arrange management system so that the company continue to growth and sustain under any management team.

Since there was no further question, chairman thank you the shareholders who attended the meeting and adjourned the meeting at 4.10 PM

.....(signed-by).....

(Prof. Dr. Pairash Thajchayapong)

Chairman of the meeting

Signed: -Quanying Wongkasemjit-
(Ms. Quanying Wongkasemjit)

Recorder of meeting minutes

**Profiles of the nominated candidates for the election of new directors
in replacement of those to be retired by rotation**

1. Profiles of the nominated candidates

1.1 Mr.Pichit Viwatrujirapong

Age 68 years

Position in the Company

- Director
- Vice Chairman
- Chief Executive Officer

Date of Appointment as a Director

- November 19, 2004 (Directorship tenure as of April 2019 is 14 years and 5 months.)

Education/Training

- Master of Political Science in Political Management, Faculty of Political Science, Ramkhamhaeng University
- Bachelor of Political Science, Faculty of Political Science, Ramkhamhaeng University

Director Training

- Director Accreditation Program (2013) Thai Institute of Directors

Board Member/Management in Other Listed Company (None)

Position in Other Company/Organization/Institution (2)

- Since 2011 Chief Executive Officer/ President of Cloud Creation Company Limited
- Since 1983 Chief Executive Officer/ President of Creation Group Company Limited

5-year Past Experiences

- Since 2013 Consultant for the Business Advisory Board of Giga Impact Initiative Program, National Science and Technology Development Agency

1.2 Mrs. Patama Wongtoythong

Age 58 years

Position in the Company

- Independent Director
- Chairman of the Audit Committee

Date of Appointment as a Director

- March 12, 2014 (Directorship tenure as of April 2019 is 4 years and 11 months.)

Education/Training

- Master Degree in Business Administration, University of Missouri, USA
- Bachelor of Accounting Program, Thammasat University
- Advanced Master of Management, NIDA

Director Training

- Director Accreditation Program, Thai Institute of Directors (IOD)
- Director Certification Program, Thai Institute of Directors (IOD)
- Financial Restructuring & Corporate Recovery, Organized by World Bank and The Office of Corporate Debt Restructuring Advisory Committee
- Senior Executive Development Program
- Full Scale Internal Auditing and Control Program
- Future and Derivatives for Investor Program

Board Member/Management in Other Listed Company

- Chief Executive Officer Solartron Public Company Limited

5-year Past Experiences

- Since 2008 Chief Executive Officer/ Vice Chairman, Solartron Public Company Limited
- Since 2015 Director, Solartron Energy 1-5 Company Limited
- 2008 Deputy Chief Executive Officer, Solartron Public Company Limited

2. The Company shareholdings of nominated persons

Nominated persons	Number of shares	% of issued shares
1. Mr.Pichit Viwatrujirapong	101,999,990	50.99
2. Mrs. Patama Wongtoythong	none	none

3. Directorship or management position in other listed companies and other companies

Nominated persons	Listed company		Other incorporation (none-listed company)	Other rival incorporation/ any related business with Netbay
	Amount	Type of director		
1. Mr.Pichit Viwatrujirapong	none	none	2 (Director of non- listed subsidiaries of Netbay)	none
2. Mrs. Patama Wongtoythong	1	Vice Chairman/ Chief Executive Officer	1	none

4. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship Characteristics	Name of nominated person qualified as Independent Directors (Mrs. Patama Wongtoythong)
Holding of the Company Share	
- Amount	none
- Ratio of issued shares having voting rights (%)	none

Being close relatives to other directors/ executive/ major shareholders of the Company/controlling person/or person to be nominated as director/ executive/controlling person of company and its subsidiaries	none
Having relationship in any of these characteristics to the Company/parent company/subsidiary company/associate company/major shareholder /or controlling person either at present or during the past 2 years	
- Be an executive director, staff, employee or advisor who receives salary.	none
- Be a professional service provider (such as an auditor or a lawyer)	none
- Having material business relationship in such a way that may affect their independence (such as buy /sell raw materials/products/services/lending/ borrowing) – specify transaction size (if any)	none

5. Meeting Attendance in the year 2018 of the nominated candidates

Nominated persons	Meeting Attendance		
	Board of Director	Audit Committee	Nomination and Remuneration Committee
1. Mr.Pichit Viwatrujirapong	4/4	-	-
2. Mrs. Patama Wongtoythong ¹	4/4	6/6	-

¹ Audit Committee

Profiles of the Auditors Proposed for Appointment for the Year 2019

1. Mr. Sophon Permsirivallop	
Certified Public Accountant No.	3182
Audit Firm	E.Y. Office Limited
Education	Master Degree in Management from Sasin Graduate Institute of Business Administration of Chulalongkorn University
Experience	Over 30 years with EY Office Limited's audit department, and over 20 years as an audit partner. Most of Mr. Sophon's recent work has been for larger companies, and he currently serves a very significant number of SET-listed and multinational clients. Mr. Sophon has served clients in wide range of fields and has experience with manufacturing and trading companies. For the past years, he has also built up a large portfolio of experience in real estate industry, both audit and due diligence work e.g. for merger and acquisition as well as being listed on the Stock Exchange of Thailand. In addition to client involvement, Mr. Sophon has particular interests in the use of computer assisted audit techniques and audit innovation, and in the development of people. He is also the firm's leader of Human Resources and Learning & Development Department.
Relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.	none
No. of year appointed as the Company's auditor	3
2. Ms. Rungnapa Lertsuwankul	
Certified Public Accountant No.	3516
Audit Firm	E.Y. Office Limited
Education	Master of Business Administration from Thammasat University
Experience	Ms. Rungnapa joined EY Office Limited in 1982. She has been an audit partner here for a number of years, serving clients in a varied range of industries, while building up particular specialization in the real estate, and hotel industries. She has extensive experience with the audit and due diligence of SET-listed companies, including audit work to IFRS.
Relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.	none

No. of year appointed as the Company's auditor	3
3. Ms. Rosaporn Decharkom	
Certified Public Accountant No.	5659
Audit Firm	E.Y. Office Limited
Education	Master Degree in Accounting from Thammasat University
Experience	Ms. Rosaporn joined EY Office Limited in 1994. She has been an audit partner here for a number of years, serving clients in a wide range of industries. Her clients include SET-listed companies and a large number of multinationals. She has special expertise in audit work related to real estate and hotel industries. She has extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services, especially for real estate clients.
Relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.	none
No. of year appointed as the Company's auditor	3
4. Ms. Sumana Punpongsanon	
Certified Public Accountant No.	5872
Audit Firm	E.Y. Office Limited
Education	Master's degree in accounting from Chulalongkorn University
Experience	Ms. Sumana joined EY Office Limited from university in 1995, and has experience serving a wide variety of audit clients, including those in finance and securities, real estate and manufacturing businesses. These clients include SET-listed companies and multi-national corporations. In addition, she has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis.
Relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.	none
No. of year appointed as the Company's auditor	3

5. Ms. Orawan Techawatanasirikul	
Certified Public Accountant No.	4807
Audit Firm	E.Y. Office Limited
Education	Master degree in accounting from Thammasat University
Experience	Khun Orawan joined the firm from university in 1993, and has worked continuously in our Audit Department and has extensive knowledge of local and international accounting standards. Khun Orawan served client in a varied range of industries relating to the automotive business, manufacturing, entertainment, services, healthcare products, hospital and hotel business. In addition, she has extensive regular audit, due diligence review and the J-SOX internal control attestation procedure for automotive manufacturing company. Khun Orawan is a Certified Public Accountant (Thailand) and a member of the Federation of Accounting Professions of Thailand. She holds a master degree in accounting from Thammasat University and a bachelor's degree in Accounting from Thammasat University. She is a Certified Public Accountant (Thailand) and an approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand.
Relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.	none
No. of year appointed as the Company's auditor	1

Company's Articles of Association in regards to Shareholders' Meeting

Section 4: The Shareholders' Meeting

Article 16: The Board of Directors shall hold an Annual Ordinary Meeting of Shareholders within 4 months of the end of the Company's fiscal year.

All other meetings of shareholders apart from the above mentioned shall be called "Extraordinary Shareholders' Meetings"

The Board of Directors may summon an Extraordinary Shareholders' Meeting whenever it is deemed appropriate or whenever shareholders collectively hold no less than one-fifth of all issued shares or no less than 25 shareholders collectively holding no less than one-tenth of all issued shares make a written request to the Board of Directors to summon an Extraordinary Shareholders' Meeting by clearly specifying therein the reason of such a request. The Board shall summon a Shareholders' Meeting within 1 month from the date that the shareholders' request was received.

Article 17: In summoning a shareholders' meeting, the Board of Directors shall prepare a notice that specifies the place, date, time, agenda and matters to be proposed to the meeting together with adequate details that clearly indicate whether each matter is proposed for acknowledgement, for approval or for consideration, as the case may be. It must also include the Board's opinion on such matters and shall be sent to the shareholders no less than 7 days prior to the date of the meeting and the notice summoning the meeting shall be advertised in the newspaper for 3 consecutive days, no less than 3 days prior to the date of the meeting.

The place where the meeting is to be held does not have to be located where the head office of the Company is situated. The meeting can be held anywhere that the Board of Directors deems appropriate.

The meeting notice must be delivered directly to the recipient or the representative of the recipient. The notice can be delivered by registered mail.

Article 18: At a shareholders' meeting, there shall be no less than 25 shareholders and/or shareholder proxies (if any) or no less than half of the total number of shareholders that collectively hold no less than one-third of the total issued shares attend the meeting in order to constitute a quorum.

In the case where it appears that one hour after the meeting time of the shareholders' meeting, the number of shareholders attending the meeting does not constitute a quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned by the request of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders no less than 7 days before the meeting and at the subsequent meeting, no quorum shall be necessary.

Article 19: Shareholders are able to assign a proxy to attend and vote at the meeting on behalf of the shareholder. The proxy form must be in accordance with the required form as determined by the registrar and it shall be submitted to the Chairman of the Board of Directors or to an authorized person by the Chairman of the Board of Directors at the meeting place before the proxy attends the meeting.

Article 20: At a shareholders' meeting, the Chairman of the Board of Directors shall be the Chairman of the meeting. In the case where the Chairman is absent or unable to perform the duties, the Vice-Chairman shall act as the Chairman of the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform the duties, the shareholders present shall elect a shareholder to act as the Chairman of the meeting.

Article 21: In regards to shareholders casting votes, whether it is done openly or secretly, shareholders are entitled to have one vote per share unless the Company issues preferred stock and determines that the voting rights are less than an ordinary share.

Shareholders shall cast votes openly unless 5 or more shareholders make a request to cast a secret vote. Therefore, the secret ballot method shall be determined by the Chairman of the meeting.

The resolution of the shareholders' meetings shall require a majority vote of the shareholders who are present and are entitled to vote. One share equals one vote. In the case of a tied vote, the Chairman of the meeting shall cast the deciding vote.

Article 22: In the following cases, resolutions shall be adopted by a vote of no less than three-fourths of the total votes of shareholders who are present and are entitled to vote.

- (a) The sale or transfer of the whole or an essential part of the Company's business to another person.
- (b) The purchase or acceptance of the transfer of another company's or a private company's business to the Company.
- (c) The execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the Company's business.
- (d) Assigning the Company's business to another person to manage.
- (e) The consolidation of the business with other persons for the purpose of sharing profit and loss.
- (f) An Amendment or adding to the Memorandum and Articles of Association.
- (g) An increase of Registered Capital, the reduction of Registered Capital or the issuance of Debentures.
- (h) Amalgamation or dissolution.
- (i) Debt restructuring through the issuance of new shares to pay debt to accounts payable in accordance with the debt to equity conversions method.

Article 23: In regards to resolutions, any shareholders who have a stake in any matters shall not have a right to vote on that particular matter except for voting to elect directors.

Article 24: The Chairman of the meeting shall carry out meetings in compliance with the Company's Articles of Association regarding the meeting. The Chairman of the meeting shall conduct the meeting in accordance with the agenda order listed in the invitation letter except when no less than two thirds of the total number of shareholders that attended the meeting approves a change to the order of the agenda.

When the meeting is incomplete as mentioned in the first paragraph, the shareholders collectively own no less than one-third of the total issued shares may request the meeting to consider other subject matters besides matters specified in the invitation letter.

In the case when the Meeting of Shareholders is incomplete as mentioned in the first paragraph, the consideration of subject matters being presented as mentioned in the second paragraph (as the case may be) need to be postponed to make a consideration. The Meeting of Shareholders shall decide a place, date and time for the next meeting. The Board of Directors shall prepare a notice that specifies the place, date, time, agenda and send it to the shareholders no less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days for no less than 3 days prior to the date of the meeting.

Article 25: The business to be conducted at the Annual Ordinary Meeting is as follows:

- (1) Consider the report submitted by the Board of Directors to the meeting concerning the activities carried out over the past year.
- (2) Consider and approve the balance sheet and the income statements (profit and loss statements).
- (3) Consider profit allocation (if any) and dividend distribution (if any).
- (4) Election of directors that replace those retiring by rotation.
- (5) Appointment of an auditor and the remuneration of audit fees.
- (6) Other business.

**Profiles of the Independent Directors Proposed by the Company to Act as Proxy for Shareholders
(Excluding Independent directors to be retired by rotation in the year 2019)**

Independent Directors	Age (Year)	Position	Address	Conflict of Interests in the Proposed Agenda
1. Mr.Vichit Yanamorn	72	Independent Director/ Audit Committee/ Nomination and Remuneration Committee	719/5,8-9 Rama 6 Road, Wangmai, Pathumwan, Bangkok 10330	Have conflicts of interests in agenda 6 (To consider and approve the remuneration for
2. Mr.Suvit Arunanondchai	69	Independent Director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee		Directors and Subcommittee members)

Remark: Details of profiles of the Independent Directors are shown in the 2018 Annual Report in the “Board of Directors” section.

Documents required prior to attending the meeting and documents for Proxy

The registration to attend 2019 Annual General Meeting of Shareholders starts not less than 2 hours prior to the commencement of the meeting or from 12.00 hours on April 23, 2019 at Jamjuree 1, Floor M, Pathumwan Princess Hotel 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. 10330. Please find the map attached in the Notice of 2019 Annual General Meeting of Shareholders. The registration will be made by barcode system. For your convenience, please bring Notice, Proxy Form (in case of granting proxy) and Registration Form with printed barcode, and present the following documents at registration desk before attending the meeting:

1. Self-Attending

1.1 Natural Person

- (1) Registration Form (Attachment 9) which is signed by the shareholder
- (2) A valid official document issued by government authorities e.g. the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any)

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Registration Form (Attachment 9) which is signed by the shareholder representative (Authorized Director) attending the meeting
- (2) A copy of the shareholder's Affidavit certified true copy by the shareholder representative (Authorized Director) who attends the meeting showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder
- (3) A valid official document issued by government authorities of the shareholder representative (Authorized Director) as specified in item 1.1(2)

2. Proxy

2.1 Natural Person

- (1) Registration Form (Attachment 9) which is signed by the proxy
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy
- (3) A copy of valid official document issued by government authorities of the shareholder as specified in item 1.1(2) which is certified true by the shareholder
- (4) A copy of valid official document issued by government authorities of the shareholder as specified in item 1.1(2) which is certified true by the proxy

2.2 Juristic Person

- (1) Registration Form (Attachment 9) which is signed by the proxy
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy
- (3) A copy of the shareholder's Affidavit certified true by the authorized person of the juristic person shareholder showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person shareholder 2
- (4) A copy of a valid official document issued by government authorities of the authorized person as specified in item 1.1(2) which is certified true by said authorized person
- (5) A copy of a valid official document issued by government authorities of the proxy as specified in item 1.1(2) which is certified true by the proxy

2.3 Granting proxy to the Company's independent director as listed in Attachment 4

- (1) Registration Form (Attachment 9)

(2) The Proxy Form as attached in Notice (Form A or Form B) which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder]

(3) In case the shareholder is natural person, documents as specified in item 2.1 (3)

(4) In case the shareholder is juristic person, documents as specified in items 2.2 (3) and 2.2(4)

3. For Foreign Investor appointing the Custodian in Thailand

(1) Registration Form (Attachment 9) which is signed by the proxy

(2) The Proxy Form (Form C) which can be downloaded from www.netbay.co.th and completely filled in and signed by the shareholder and the proxy

(3) Documents as specified in item 1.2 or 2.2

(4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf

(5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person shareholder.

Notes:

1. In case of granting proxy to one of the Company's independent directors, please submit the completed Proxy Form together with all required documents and return it to Corporate Secretary Office by April 19, 2019.
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix the 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty. The Company will also facilitate in affixing the stamp duty for the proxy at registration desk before attending the meeting.
4. In case of juristic person shareholders, if the person who signed in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.



Map of Pathumwan Princess Hotel

Jamjuree 1, Floor M
Pathumwan Princess Hotel
444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330

Registration Form
Netbay Public Company Limited

I / We _____ Nationality _____

Address no. _____ Street _____ Sub-District _____

District _____ Province _____ Postcode _____

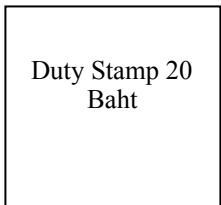
Being a shareholder of Netbay Public Company Limited
 holding the total amount of _____ shares
 ordinary share _____ shares

2019 Annual General Meeting of Shareholders of Netbay Public Company Limited
 April 23, 2019, 14.00 hours (Registration will start from 12.00 hours onward)
**Jamjuree 1, Floor M, Pathumwan Princess Hotel 444 MBK Center, Phayathai Road, Wangmai,
 Pathumwan, Bangkok 10330**

I / We _____ shareholder or proxy holder of
 Netbay Public Company Limited which the identification number _____ attend the above
 mentioned meeting.

Sign _____ Meeting Attendant
 (_____)

For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly bring this set of
 documents for registration.



PROXY FORM A

Written at _____

Date ____ Month _____ Year _____

(1) I/ We _____ Nationality _____
Address no. _____ Street _____ Sub-district _____
District _____ Province _____ Postcode _____

(2) being a shareholder of Netbay Public Company Limited (Company)

holding the total amount of _____ share with the voting right of _____ votes as follows

[] ordinary share _____ share with the voting right of _____ votes

[] ppreferred share _____ share with the voting right of _____ votes

(3) do hereby appoint either one of the following persons:

[] 1. Mr.Vichit Yanamorn Age 72 years Netbay Public Company Limited
719/5,8-9 Rama 6 Road, Wangmai,
Pathumwan, Bangkok 10330 or

[] 2. Mr.Suvit Arunanondchai Age 69 Years Netbay Public Company Limited
719/5,8-9 Rama 6 Road, Wangmai,
Pathumwan, Bangkok 10330 or

[] 3. Mr./Mrs./Ms. _____ Age _____ Year
Address no. _____ Street _____ Sub-district _____
District _____ Province _____ Postcode _____

as only one of my / our proxy to attend and vote on my / our behalf at the 2019 Annual General Meeting of Shareholders
to be held on April 23, 2019, 14.00 hours at Jamjuree 1, Floor M, Pathumwan Princess Hotel 444 MBK Center, Phayathai
Road, Wangmai, Pathumwan, Bangkok 10330 or at any adjournment thereof.

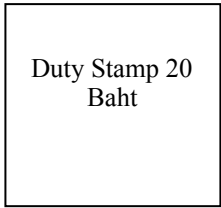
For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all
respects.

Signed _____ Proxy
()

Signed _____ Shareholder
()

หมายเหตุ / Remark

(1) The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not
allocate the number of shares to several proxies to vote separately.



PROXY FORM B

Written at _____

Date ___ Month _____ Year _____

(1) I/ We _____ Nationality _____
Address no. _____ Street _____ Sub-district _____
District _____ Province _____ Postcode _____

(2) being a shareholder of Netbay Public Company Limited (Company)

holding the total amount of _____ share with the voting right of _____ votes as follows

[] ordinary share _____ share with the voting right of _____ votes

[] preferred share _____ share with the voting right of _____ votes

(3) do hereby appoint either one of the following persons:

[] 1. Mr.Vichit Yanamorn Age 72 years Netbay Public Company Limited
719/5,8-9 Rama 6 Road, Wangmai,
Pathumwan, Bangkok 10330 or

[] 2. Mr.Suvit Arunanondchai Age 69 Years Netbay Public Company Limited
719/5,8-9 Rama 6 Road, Wangmai,
Pathumwan, Bangkok 10330 or

[] 3. Mr./Mrs./Ms. _____ Age _____ Year
Address no. _____ Street _____ Sub-district _____
District _____ Province _____ Postcode _____

as only one of my / our proxy to attend and vote on my / our behalf at the 2019 Annual General Meeting of Shareholders
to be held on April 23, 2019, 14.00 hours at Jamjuree 1, Floor M, Pathumwan Princess Hotel 444 MBK Center, Phayathai
Road, Wangmai, Pathumwan, Bangkok 10330 or at any adjournment thereof.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

Agenda 1 Consideration and approval the minutes of the Annual General Meeting of Shareholders for the year
2018 which was held on April 27, 2018

[] (a) The proxy holder shall vote independently as to his / her consideration

[] (b) The proxy holder shall vote according to my intention as follows:

[] Approve [] Disapprove [] Abstain

Agenda 2 Acknowledgement of the report on the Company's performance for the year 2018.

As this agenda is for information to shareholders, there will be no voting.

Agenda 3 To approve the Financial Statements for the fiscal year ending December 31st, 2018

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve Disapprove Abstain

Agenda 4 To consider and approve the allocation of net profits for the year 2018 for dividend distribution.

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve Disapprove Abstain

Agenda 5 To consider the election of Directors in place of those retiring by Rotation

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve the appointment of all Directors
- Approve Disapprove Abstain
- Approve the appointment of individual Directors as follows:
- 1 Mr. Pichit Viwatrujirapong
- Approve Disapprove Abstain
- 2 Mrs. Patama Wongtoythong
- Approve Disapprove Abstain

Agenda 6 To consider the Remuneration for the Company's Board of Directors and Committee for the year 2019

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve Disapprove Abstain

Agenda 7 To approve the appointment of the Company's auditors and the auditor's fee for the year 2019

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve Disapprove Abstain

Agenda 8 Other matters (if any)

- (a) The proxy holder shall vote independently as to his / her consideration
- (b) The proxy holder shall vote according to my intention as follows:
- Approve Disapprove Abstain

(5) If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting as shareholder.

(6) In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any

amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

(7) Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Grantor
()

Signed _____ Proxy
()

Remark

(1) The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.

(2) The shareholder can vote the appointment of directors either all directors or individual director in such item.

(3) In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

Supplemental Proxy Form B

The proxy is granted by a shareholder of **Netbay Public Company Limited**.

For the 2019 Annual General Meeting of Shareholders to be held on April 23, 2019, 14.00 hours at Jamjuree 1, Floor M, Pathumwan Princess Hotel 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 or at any adjournment thereof.

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Item _____ Re: _____

Name: Mr. Pichit Viwatrujirapong

Approve Disapprove Abstain

Name: Mrs. Patama Wongtoythong

Approve Disapprove Abstain

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows:

Approve Disapprove Abstain

Item _____ Re: _____

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The proxy holder shall vote according to my intention as follows

Approve Disapprove Abstain

อากรแสตมป์
20 บาท
Duty Stamp
of Baht 20

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Address Road Subdistrict

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท เนตเบย์ จำกัด (มหาชน) (บริษัทฯ)
Who is the custodian of

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of shares and having the vote equal to votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share shares having the vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

1. นายวิชิต ญาณอมร อายุ 72 ปี บริษัท เนตเบย์ จำกัด (มหาชน)
Mr. Vichit Yanamorn Age 72 years Netbay Public Company Limited

เลขที่ 719/5,8-9 ถนนพระรามที่ 6 แขวงวังใหม่
719/5, 8-9 Rama 6 Road, Wangmai
เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Pathumwan Bangkok 10330 or

2. นายสุวิทย์ อรุณานนท์ชัย อายุ 69 ปี บริษัท เนตเบย์ จำกัด (มหาชน)
Mr. Suvit Arunanondchai Age 69 years Netbay Public Company Limited

เลขที่ 719/5,8-9 ถนนพระรามที่ 6 แขวงวังใหม่
719/5, 8-9 Rama 6 Road, Wangmai
เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Pathumwan Bangkok 10330 or

3. นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Mrs./Ms. Age Year Address

ถนน _____ ตำบล/แขวง _____ อำเภอเขต/ _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2562 ในวันที่ 23 เมษายน 2562 เวลา 14.00 น. ณ ห้องจามจรี 1 ชั้นเอ็ม โรงแรมปทุมวัน ปริ๊นเซส เลขที่ 444 เอ็มบีเค เซ็นเตอร์ ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my / our proxy holder to attend and vote at the 2019 Annual General Meeting of the Shareholders on 23 April 2019 at 14.00 hours at Jamjuree 1, M Floor Pathumwan Princess, 444 MBK Center Phrayathai Road, Wangmai, Pathumwan, Bangkok 10330 or on the date and at the place as maybe postponed or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant my/our proxy in accordance with the total number of shares held and having the right to vote

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Preference share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมผู้ถือหุ้นสามัญประจำปี 2561 ซึ่งประชุมเมื่อวันที่ 27 เมษายน 2561
Consideration and approval the minutes of the Annual General Meeting of Shareholders for the year 2018 which was held on April 27, 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his / her consideration

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานประจำปี 2561
Acknowledgement of the report on the Company's performance for the year 2018.

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

As this agenda is for information to shareholders, there will be no voting.

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561
To approve the Financial Statements for the fiscal year ending December 31st, 2018

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4

พิจารณานุมัติการจัดสรรเงินกำไรสุทธิประจำปี 2561 เป็นทุนสำรองตามกฎหมายและประกาศการจ่ายเงินปันผล

To consider and approve the allocation of 2018 Net Profits for legal reserves and Dividend Distribution

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5

พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
To consider the election of Directors in place of those retiring by Rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all Directors
- เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล
Approve the appointment of individual Directors as follows:
- 1 นายพิชิต วิวัฒน์รุจิราพงศ์
Mr. Pichit Viwatrujirapong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 2 นางปัทมา วงษ์ถัยทอง
Mrs. Patama Wongtoythong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานอญุมติ ค่ำตอบแทนกรรมกรบริษัท และคณะกรรมกรชุดต่งๆ ประจ่ำปี 2562
To consider the Remuneration for the Company's Board of Directors and Committee for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดจำนวนเงินค่าตอบแทนการสอบบัญชีประจำปี 2562
To approve the appointment of the Company's auditors and the auditor's fee for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his / her consideration
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting as shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is

any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects

ลงนาม _____ ผู้มอบฉันทะ

Signed () Grantor

ลงนาม _____ ผู้รับมอบฉันทะ

Signed () Proxy

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy Form C is only for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be the share depository.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents required to be submitted with this proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

A power of attorney from the shareholder empowering the custodian to sign this proxy form on his/her behalf

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A document confirming that the person who signs the proxy form is licensed to operate the custodian

business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The shareholder can vote the appointment of directors either all directors or individual director in such item.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

In this regard, if the content is too long, it can be specified in the attached supplemental proxy form c.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form c

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เน็ตเบย์ จำกัด (มหาชน) (บริษัทฯ)

The proxy is granted by a shareholder of Netbay Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 23 เมษายน 2562 เวลา 14.00 น. ณ ห้องจามจุรี 1 ชั้นเอ็ม โรงแรมปทุมวัน
ปรีนเซส เลขที่ 444 เอ็มบีเค เซ็นเตอร์ ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน
เวลา และสถานที่อื่นด้วย

For the 2019 Annual General Shareholders' Meeting shall be held on 23 April 2019 at 14.00 hours at Jamjuree 1, M
Floor Pathumwan Princess, 444 MBK Center Phrayathai Road, Wangmai, Pathumwan, Bangkok 10330 or on the date
and at the place as maybe postponed or changed.

วาระที่ _____ เรื่อง _____

Item

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Item

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Item

Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____
Item Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Item Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Item Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Item Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Item Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Item _____ Re: _____

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) The proxy holder shall vote according to my intention as follows
 - Approve Disapprove Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed _____ Grantor
(_____)

Date _____

Signed _____ Proxy
(_____)

Date _____

A Request Form to Receive the 2018 Annual Report

To Shareholders

Netbay Public Company Limited prepared Annual Report for the year 2018 that has complete information in accordance with the regulations of the Board of Directors and the Stock Exchange for shareholders to acknowledge the business performance of the Company. This information is in the QR Code and available in 2 languages which was already delivered to the shareholders along with the invitation letter to the Annual General Meeting of Shareholders for the year 2019

If any shareholder would like to receive Annual Report for the year 2018 in printed form with the same information as the QR Code, please supply your detail and send it to the Company through the channels specified below so that a written copy can be delivered as you have requested.

Name: _____
 Address Number: _____ Moo: _____ Soi: _____ Village: _____
 Street: _____ District: _____ City: _____
 Province: _____ Zip Code: _____ Phone: _____

I would like to receive Annual Report for the year 2018 by

() send it to the address above.

() send it to the address below.

Address Number: _____ Moo: _____ Soi: _____ Village: _____
 Road: _____ Sub-District: _____ District: _____
 Province: _____ Zip Code: _____ Phone: _____

Remark: please send this form to the Company once the form has been filled out

- By Fax – 0-2612-3051 or
- By email – corporatesecretary@netbay.co.th