

-Translation -

NB 10/003/2019

October 28, 2019

To President
The Stock Exchange of Thailand

Subject: Right of shareholders to propose agenda and nominees to be elected as directors in advance

Netbay Public Company Limited (NETBAY) hereby announces that, in accordance with the good corporate governance practice relating to the treatment of shareholders' rights, NETBAY would welcome shareholders' proposal for the agenda and the nominees to be considered for the election as NETBAY directors at the Annual General Meeting of Shareholders. The said issues for the 2020 Annual General Meeting of Shareholders can be proposed from November 1, 2019 - December 30, 2019. as per details attached which have been posted on NETBAY website, www.netbay.com

Please be informed accordingly.

Yours faithfully,

- Signed by -
(Mrs.Kobkanjana Veerapongpradit)
Managing Director

Netbay Public Company Limited

Proposal of Agenda and Director Nominee in Advance for 2020 Annual General Meeting of Shareholders

1. Objective

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as NETBAY directors in advance of the Annual General Meeting of Shareholders for the year 2020 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Netbay Public Company Limited (the "Company" or "NETBAY") has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the director nominee has suitable qualification. The Corporate Governance and Nomination Committee will carefully consider and make proposal to the Board of Directors.

2. Proposal of the Agenda

2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by NETBAY, which can be either owned by one shareholder or combined shareholders.

2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Agenda Proposal Form for 2020 Annual General Meeting of Shareholders of NETBAY" and submit required documents and evidences to the Company Secretary at E-mail address corporatesecretary@netbay.co.th during **November 1, 2019 - December 30, 2019** to allow sufficient time for the Nomination and Remuneration Committee to consider and make proposal to the Board of Directors.

If many shareholders have unified to propose the agenda, each of them must complete the "Agenda Proposal Form for 2020 Annual General Meeting of Shareholders of NETBAY" and sign their names as evidence and consolidate all the forms into one set.

2.3 Criteria for the Agenda Proposals that will not be accepted:

2.3.1 Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No. 4) B.E. 2551*

2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

2.3.3 Matters that the Company has already implemented 2/5

2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons

2.4 In the case that the Board of Directors approves the proposed matters, NETBAY will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

2.5 In the case that the Board of Directors denies the proposed matters, NETBAY will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.

* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

3. The Nomination of the Director

3.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate.

3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the "Director Nomination Form for 2020 Annual General Meeting of Shareholders of NETBAY" and submit required documents and evidences to Company Secretary at E-mail address corporatesecretary@netbay.co.th **during November 1, 2019 - December 30, 2020** to allow sufficient time for the Nomination and Remuneration Committee to consider and make proposal to the Board of Directors.

3.3 If many shareholders have unified to propose the candidate, each of them must complete the "Director Nomination Form for 2020 Annual General Meeting of Shareholders of NETBAY" and sign their names as evidence and consolidate all the forms into one set.

3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:

3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company;

3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;

3.4.3 Should not serve as directors of more than 4 other listed companies.

3.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.

Agenda Proposal Form
for 2020 Annual General Meeting of Shareholders of NETBAY

I am (Mr./ Mrs./ Miss)being the shareholder of
Netbay Public Company Limited, holding..... common shares,
residing at Road Sub-District
District Province Telephone Number
Facsimile Number E-mail address (if any).....

I would like to propose the agenda of the 2020 Annual General Meeting of Shareholders as follows:

Proposed Matter:

Objective: For acknowledgement For consideration

Reasons and details:
.....
.....

And have the documents supporting the above proposal pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by Shareholder
(.....)

Date

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shares held as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

In case of proposing more than one agenda, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.

Director Nomination Form
for 2020 Annual General Meeting of Shareholders of NETBAY

I am (Mr./ Mrs./ Miss)being the shareholder of
Netbay Public Company Limited, holding..... common shares,
residing at Road Sub-District
District Province Telephone Number
Facsimile Number E-mail address (if any).....

I would like to nominate (Mr./ Mrs./ Miss) as a candidate
to be a director of Netbay Public Company Limited and said candidate has given consent to my nomination. I
certify that all information in this Form, the evidence of shares held and other supporting documents are
correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature
as evidence below.

Signed by Shareholder
(.....)
Date

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shares held as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/ passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. Resume of the candidate including personal background, education, work experiences, skill/ professional areas, list of companies he/she has participated in the management of in the board, number of shares held in the Company, conflict of interest with the Company and its subsidiaries/ affiliates of the Company or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board for consideration including a consent letter of the candidate if he or she has been selected.