

International Research
Corporation Public Co., Ltd.

บมจ.เลขที่ 0107546000024

No. EM-IRCP 12-63

May 14, 2020

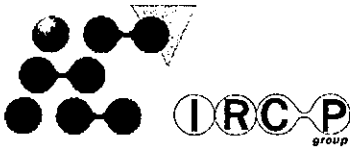
- Subject:** Determining the date of the 2020 Ordinary General Meeting of Shareholders and no dividends payment for the performance of the year 2019
- To:** Director and Manager
The Stock Exchange of Thailand
- Encls.:**
1. Precautionary Measures and Guidelines for Attending the Ordinary General Meeting of Shareholders Regarding the Outbreak of Corona Virus 2019 (COVID-19)
 2. Health Questionnaires for Screening of Corona Virus 2019

International Research Corporation Public Company Limited (" Company") would like to inform the resolutions of the Board of Directors' Meeting No. 5/2020 on Thursday, May 14, 2020 as follows:

1. Approved the statement of financial position and profit and loss statements of the Company for the accounting period ended December 31, 2019. This matter shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration and approval.
2. Approved no dividends payment and allocation of legal reserve. These matters shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration.
3. Approved the election of the following directors who retired by rotation to be the Company's directors for another term.
 1. Mr. Dan Hetrakul
Chairman of Executive Board
Nomination and Remuneration Committee
Risk Management and Corporate Governance Committee
 2. Mrs. Chonticha Chitraporn
Independent Director
Audit Committee

This matter shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration and approval.

4. Approved no payment of incentive for the year 2019 to the Company's directors. This matter shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration.
5. Approved the payment of the remuneration of directors for the year 2020 with details as follows:



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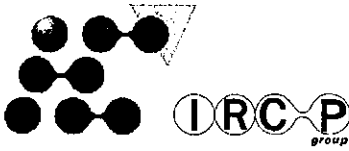
Position	Remuneration of Directors (per person per month)		Meeting Allowance (per person per meeting)									
			Board of Directors		Audit Committee		Nomination and Remuneration Committee		Executive Com- mittee		Risk Management Committee	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Chairman	10,000	10,000	25,000	25,000	25,000	25,000	10,000	10,000	10,000	10,000	10,000	10,000
Director	10,000	10,000	20,000	20,000	20,000	20,000	10,000	10,000	10,000	10,000	10,000	10,000

This matter shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration and approval.

6. Approved the appointment of auditors from Dharmniti Auditing Co., Ltd. to be the Company's auditors for the year 2020 with the list of certified public accountants as follows:
 1. Mr. Thanawut Piboonsawat Certified Public Accountant No. 6699 or
 2. Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752 or
 3. Miss Sulalit Ardsawang Certified Public Accountant No. 7517 or
 4. Miss Wannisa Ngambuathong Certified Public Accountant No. 6838 or
 5. Miss Thanyaphon Tangthanopajai Certified Public Accountant No. 9169 or
 6. Mr. Suwat Maneekanoksakul Certified Public Accountant No. 8134 or
 7. Miss Soraya Tintasuwan Certified Public Accountant No. 8658 or
 8. Miss Potjanarat Siripipat Certified Public Accountant No. 9012 or
 9. Miss Roongnapha Saengchan Certified Public Accountant No. 10142 or
 10. Miss Techinee Pornpenpob Certified Public Accountant No. 10769

In case the above auditors cannot perform their duties, Dharmniti Auditing Co., Ltd. shall appoint other auditor of the office to audit and express opinion on the financial statements of the Company instead of the said auditors. The auditors mentioned above have no relationship and/or no interests with the Company/subsidiaries/executives/major shareholders or persons related to such persons. The remuneration of the auditor for the year 2020 is Baht 1,200,000 These matters shall be proposed to the 2020 Ordinary General Meeting of Shareholders for further consideration and approval.

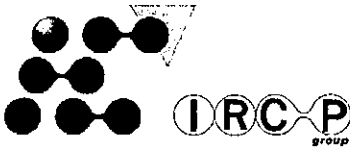
7. Approved the amendment of the Company's Articles of Association, Article 23, 24, 31 and 32 per the details as follows:



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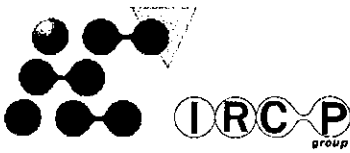
Previous Text	Text to be amended
<p>Article 23. At a meeting of the Board of Directors, at least one-half of the total number of directors present shall constitute a quorum. In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman, the vice-chairman presenting at the meeting shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions of the meeting shall be made by a majority vote.</p> <p>Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.</p>	<p>Article 23. At a meeting of the Board of Directors, at least one-half of the total number of directors present shall constitute a quorum. The chairman of the board shall be the chairman of the meeting of the Board of Directors. In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman, the vice-chairman presenting at the meeting shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she is absent in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>In each meeting of the Board of Directors' meeting the Company will set up a meeting through electronic media which the directors are not present at the same place. This meeting shall meet the following criteria</p> <ol style="list-style-type: none"> (1) The directors attending the meeting shall be able to consult, discuss and express opinions among them through electronic media. (2) The Company shall arrange for the directors attending the meeting to identify themselves to join the meeting through electronic media prior to joining the meeting. (3) The Company shall arrange for the directors attending the meeting to be able to cast votes, both by open voting and secret voting. (4) The Company shall arrange to make an audio record or an audio-visual record of all directors and attendees throughout the period of the meeting in the form of electronic data except for a confidential meeting. (5) The Company shall retain electronic traffic data of all directors and attendees as evidence. (6) The meeting shall be held in compliance with the standards for maintenance of security for electronic meetings prescribed by the relevant government agencies. (7) The Company shall prepare the written minutes of the Board of Directors' meeting.



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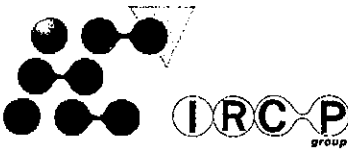
Previous Text	Text to be amended
	<p>Decisions of the meeting of the Board of Directors shall be made by a majority vote.</p> <p>Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.</p>
<p>Article 24. In calling a meeting of the Board of Directors, the chairman of the board or the person assigned shall deliver the invitation letter to the directors not less than 7 days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>Article 24. In calling a meeting of the Board of Directors, the chairman of the board or the person assigned shall deliver the invitation letter to the directors not less than 7 days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>The chairman of the board or the person assigned may deliver the invitation letter of the Board of Directors' meeting and documents related to the meeting through electronic mail. For this purpose, the Company shall maintain a copy of invitation letter and documents related to the meeting as evidence, which may be stored in the form of electronic data.</p>
<p>Article 31. In calling a shareholders' meeting, the Board of Directors shall prepare an invitation letter specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for approval or for consideration as the case may be, including the opinion of the Board of Directors on the said matters, and shall deliver the invitation letter to the shareholders not less than 7 days prior to the date of the meeting. The invitation letter shall be published in the newspaper for not less than 3 consecutive days and not less than 3 days prior to the date of the meeting.</p>	<p>Article 31. In calling a shareholders' meeting, the Board of Directors shall prepare an invitation letter specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for approval or for consideration as the case may be, including the opinion of the Board of Directors on the said matters, and shall deliver the invitation letter to the shareholders and the registrar not less than 7 days prior to the date of the meeting. The invitation letter shall be published in the newspaper for not less than 3 consecutive days and not less than 3 days prior to the date of the meeting.</p> <p>The chairman of the board or the person assigned may deliver an invitation letter of the shareholders' meeting and documents related to the meeting through electronic mail. For this purpose, the Company shall maintain a copy of invitation letter and documents related to the meeting as evidence, which may be stored in the form of electronic data.</p>



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Previous Text	Text to be amended
<p>Article 32. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the invitation letter for such meeting shall be dispatched to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p>	<p>Article 32. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the invitation letter for such meeting shall be dispatched to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p> <p>In each meeting of the shareholders' meeting the Company will set up a meeting through electronic media which the shareholders are not present at the same place. This meeting shall meet the following criteria.</p> <ol style="list-style-type: none"> (1) The shareholders attending the meeting in person or by proxy shall be able to consult, discuss and express opinions among them through electronic media. (2) The Company shall arrange for the shareholders attending the meeting to identify themselves to join the meeting through electronic media prior to joining the meeting. (3) The Company shall arrange for the shareholders attending the meeting to be able to cast votes, both by open voting and secret voting. (4) The Company shall arrange to make an audio record or an audio-visual record of all shareholders and attendees throughout the period of the meeting in the form of electronic data except for a confidential meeting. (5) The Company shall retain electronic traffic data of all shareholders and attendees as evidence.



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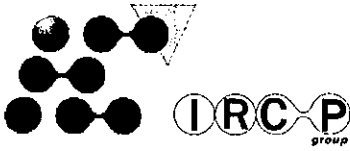
Previous Text	Text to be amended
	<p>(6) The meeting shall be held in compliance with the standards for maintenance of security for electronic meetings prescribed by the relevant government agencies.</p> <p>(7) The Company shall prepare the written minutes of the shareholders' meeting.</p> <p>Any shareholder who has a special interest in any matters shall not be entitled to vote, except for voting on the election of directors.</p>

In addition, the meeting resolved to assign the Board of Directors or authorized directors of the Company or persons assigned by the Board of Directors or authorized directors to register the amendment of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, have the power to amend and add words to comply with the registrar's order, and propose the said matter to the 2020 Ordinary General Meeting of Shareholders for further consideration and approval.

8. Approved to call the 2020 Ordinary General Meeting of Shareholders on Wednesday, June 24, 2020 at 14.00 hrs. at Meeting Room of International Research Corporation Public Company Limited located at 199 Column Tower, 7th Floor, Ratchadapisek Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110, to consider the agenda as follows:

- Agenda 1 To consider and certify the Minutes of the 2019 Ordinary General Meeting of Shareholders
- Agenda 2 To acknowledge the Board of Directors' report on the Company's performance in the past year
- Agenda 3 To consider and approve the statement of financial position and profit and loss statements of the Company for the accounting period ended December 31, 2019
- Agenda 4 To consider the allocation of profit and dividend payment for the performance of the year 2019
- Agenda 5 To consider and approve the election of directors replacing those who retired by rotation
- Agenda 6 To consider the payment of incentive for the year 2019 to the Company's directors
- Agenda 7 To consider and approve the payment of the remuneration of directors for the year 2020
- Agenda 8 To consider and approve the appointment of auditors and fixing of their remuneration for the year 2020
- Agenda 9 To consider and approve the amendment of the Company's Articles of Association, Article 23, 24, 31 and 32
- Agenda 10 Other businesses (if any)

In addition, the meeting resolved to set the date of determining the names of shareholders who have the right to attend the 2020 Ordinary General Meeting of Shareholders (Record Date) on Tuesday, June 2, 2020.



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Please be informed accordingly.

Sincerely yours,

Mr. Dan Hetrakul
Chief Executive Officer



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**Precautionary Measures and Guidelines for Attending the Ordinary General Meeting of Shareholders
Regarding the Outbreak of Corona Virus 2019 (COVID-19)**

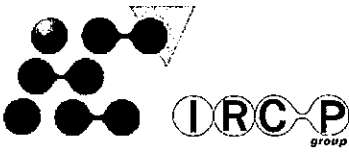
With concern for the health of all shareholders, proxies, the Board of Directors, executives, employees, and staffs who will attend the meeting, International Research Corporation Public Company Limited (“Company”) has set the Precautionary Measures and Guidelines for Attending the Ordinary General Meeting of Shareholders Regarding the Outbreak of Corona Virus 2019 (COVID-19) as follows:

1. The Company will disclose its Invitation Letter for the 2020 Ordinary General Meeting of Shareholders and the related documents on the Company’s website at www.ircp.co.th, and further deliver them to the shareholders in advance.
2. In order to reduce the risk of Corona Virus 2019 epidemic and safety for the shareholders, the Company would like to request cooperation from the shareholders to make proxies to the Company’s independent director to attend the 2020 Ordinary General Meeting of Shareholders instead of attending the meeting in person by sending back the filled-in proxy form together with required documents for such proxy, and using a business reply envelope (postage stamp is not required), which the Company will deliver to the shareholders together with the invitation letter of this meeting, to the Company Secretary Division at 199 Column Tower, 7th Floor, Ratchadapisek Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110, **within June 16, 2020**.

In case the shareholders come to the meeting place in person, they are able to appoint an independent director or other person to attend the meeting instead.

3. The shareholders can submit questions related to the agenda of the 2020 Ordinary General Meeting of Shareholders in advance through the following channels:
 - 3.1 Deliver them together with the proxy form and supporting documents by putting in a business reply envelope (postage stamp is not required) which the Company will deliver to the shareholders together with the invitation letter, to the Company Secretary Division at 199 Column Tower, 7th Floor, Ratchadapisek Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110, **within June 16, 2020**, or
 - 3.2 Deliver through electronic mail at wotthikraik@ircp.co.th or through fax No. (66) 2 171 8602. In this regards, the shareholders are requested to provide the Company their name-surname, phone number, email, and number of shares held together with the questions and related agenda. However, the Company reserves the right to only the shareholders who have the right to attend the 2020 Ordinary General Meeting of Shareholders on the date of determining the names of shareholders (Record Date) and the Company wishes to answer only the questions relating to the said agenda.

4. In case the shareholders still wish to attend the meeting in person, the shareholders shall comply with the laws and various measures issued strictly by government agencies. Your attendance to the meeting cannot be used as

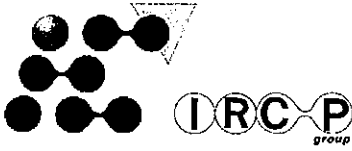


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an exemption of offence that may incur from violation of any provisions of the laws. In addition, you also agree to bear any risks and impact from participating the meeting, including agreeing to take care of your own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures.

- 4.1 The Company will establish a screening point in accordance with the guidelines of the Department of Disease Control at the entrance of the meeting room. All attendees shall be required to truthfully fill in the Screening Questionnaire for Corona Virus 2019 attached herewith that the Company will deliver to the shareholders together with the invitation letter for convenience before entering the meeting place. In the event that you conceal your health information or travel history, you are considered guilty of the Communicable Disease Act B.E. 2558. For this purpose the Company has organized appropriate social distancing of 2 meters in various areas, e.g., temperature-screening points, document-checking points and registration counters, as well as having limited the number of lift users in each round.
- 4.2 In case the Company detects the risk persons such as the person with a body temperature of 37.5 degrees Celsius or more, or those traveling to or coming back from countries that are in a dangerous contagious area according to the Announcement of the Ministry of Public Health regarding areas outside the kingdom which are in the contagious disease contagion area less than 14 days after returning, as well as being close contacts with people traveling to or returning from countries with dangerous contagious diseases less than 14 days from the return trip, or those with fever or symptoms that may be suspected to be infected with the Corona Virus 2019 or have respiratory symptoms, the Company reserves the right to not allow shareholders and proxies with such risks to enter the meeting area, in any case.
- 4.3 The Company will arrange the seats in the meeting room with a social distance of at least 2 meters from the chair, which can accommodate approximately 30 shareholders and proxies. The number of seats will be specified for registered attendees. We therefore kindly ask you to sit at said number for the benefit of preventing or following up on any events. The attendees are prohibited to move themselves or move the chairs arranged. The Company will also give the right to the attendees who come to register first. If the number of seats is full, the remaining shareholders or proxies are requested to watch the meeting through live broadcasting.
- 4.4 On the meeting date the Company requests the attendees to ask questions in writing and send at the registration point or send to the Company's staff in the meeting room instead of asking through the microphone. Furthermore, the Company will arrange the meeting tightly within 2 hours. All questions that are not answered in the meeting room, the Company will further respond and publish on the Company's website.
- 4.5 The Company will spray disinfectant and clean the meeting place with cleaning solution before the meeting and ask for cooperation from all attendees to prepare their own facemasks and wear facemasks during the meeting. The Company reserves the right to not allow shareholders and proxies who do not wear facemasks to enter the meeting room absolutely.
- 4.6 Neither lunchbox nor coffee or tea will be served at the meeting. Foods and drinks are not allowed in the meeting area.



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Printed copies of the 2019 Annual Report, the Financial Statements for the year 2019 and the 2019 Sustainability Report in book format will not be provided at the meeting day to reduce personal direct contact with other person and for safety hygiene of all attendees, including reduce the impact on the environment.

If the said situation has changed or there are additional requirements regarding the arrangement of the shareholders' meeting from government agencies, the Company reserves the right to notify you on any such modifications made through the Company's website (www.ircp.co.th) and various media as appropriate.

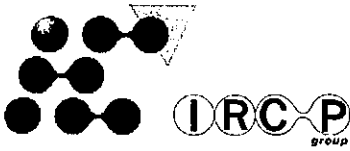
If there are a lot of attendees or many people at the same time, there may be a delay in screening and registration for the meeting. The Company hereby apologizes for any such inconvenience that may arise.

Sincerely yours,

International Research Corporation Public Company Limited

Company Secretary Division

Tel. 02 171 8601 Ext. 111



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**Health Questionnaires for Screening of Corona Virus 2019
Before attending the 2020 Ordinary General Meeting of Shareholders**

Due to the outbreak of Corona Virus 2019 (COVID-19), the Company sets out this questionnaire as a preliminary screening measure. The Company kindly requests your cooperation to complete the following questions.

Name and Surname	
Mobile Phone Number	

1. Do you have any of the following symptoms in past 14 days? Please circle all that apply.

Yes / No	Fever / Chills	Yes / No	Dry Cough / Coughing Up Sputum
Yes / No	Fast Heartbeat / Panting / Difficulty Breathing	Yes / No	Sore Throat
Yes / No	Body Aches	Yes / No	Runny Nose

2. Have you entered an area at risk of infection or contacting people with the following risks?

Did you get close or contact an infected person or care provider in a clinic or suspects under investigation for Coronary Virus infection 2019?	Yes / No
Did you go to the place where identified as below? Please make a remark “/” in the blank.	Yes / No
<input type="checkbox"/> Restaurants (except for purchases of food for consumption elsewhere) <input type="checkbox"/> Department stores (except supermarkets, drug stores or miscellaneous shops that are essential for living, restaurants that are bought back to eat at home) <input type="checkbox"/> Exhibition center, convention center and exhibition venue <input type="checkbox"/> Markets and flea markets (except for the purchase of fresh food, dry food, prepared food to be consumed elsewhere, animal food, pharmacies and miscellaneous necessities for living) <input type="checkbox"/> Beauty salon, hairdressing or haircut	<input type="checkbox"/> Buddha amulets and worship sites, and amulets and worship grounds <input type="checkbox"/> Educational institutions at all levels including tuition schools <input type="checkbox"/> Weight-control facility, beauty clinic, and beauty parlor <input type="checkbox"/> Health establishments (spa shops, health massage salons, beauty massage salons) <input type="checkbox"/> Spa property, bathing, hair cutting, adopt or accept taking care of animals <input type="checkbox"/> Massage parlor establishment <input type="checkbox"/> Bath, steam, herbal steam establishment <input type="checkbox"/> Playhouse, cinemas, theaters



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Did you go to the place where identified as below? Please make a remark "/" in the blank.		Yes / No
<input type="checkbox"/> Place for skin tattooing or piercing any part of the body <input type="checkbox"/> Place for skating or roller blade <input type="checkbox"/> Theme park, bowling facilities <input type="checkbox"/> Game stores and internet cafes <input type="checkbox"/> Golf courses or golf practice courses <input type="checkbox"/> Swimming pool <input type="checkbox"/> Cockfighting arena and cockpit practice court	<input type="checkbox"/> Fitness <input type="checkbox"/> service establishments and similar establishments <input type="checkbox"/> Boxing stadium and boxing school <input type="checkbox"/> Stadium <input type="checkbox"/> Racecourse	

3. Please specify the names of the province in case of staying in Thailand or the name of the city and country that you have resided in the last 14 days in the table below

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Signature _____ Date _____