



International Research
Corporation Public Co., Ltd.

บมจ.เลขที่ 0107546000024

No. EM-IRCP 08-65

March 1, 2022

Subject: Notification of Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022

To: Director and Manager
The Stock Exchange of Thailand

International Research Corporation Public Company Limited (“**Company**”) would like to inform the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company on Tuesday, March 1, 2022 as follows:

1. Approved the reduction of the Company’s registered capital by 11,124,034.50 Baht from the existing registered capital of 217,774,873.00 Baht to the new registered capital of 206,650,838.50 Baht by cancelling 22,248,069 unsold shares at the par value of 0.50 Baht, which are remaining shares from the allocation of increased shares to existing shareholders in proportion to their shareholdings (Right Offering) according to the resolution of the 2021 Ordinary General Meeting of Shareholders held on April 9, 2021.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %

2. Approved the amendment of Article 4 of the Company’s Memorandum of Association to reflect the capital reduction as follows:

“Article 4. Registered Capital	206,650,838.50	Baht	(Two hundred six million six hundred fifty thousand eight hundred thirty-eight baht fifty satang)
Equivalent to:	413,301,677	shares	(Four hundred thirteen million three hundred one thousand six hundred seventy-seven shares)
Par value:	0.50	Baht	(Fifty satang)



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	Consisting of:		
Ordinary share:	413,301,677	shares	(Four hundred thirteen million three hundred one thousand six hundred seventy-seven shares)
Preferred share:	-	shares	(- shares)”

In this regard, appointed the Board of Directors, authorized director, Chief Executive Officer, or persons appointed by the Board of Directors, authorized director, or Chief Executive Officer to have the power of attorney to consider and specify the details and conditions of such capital reduction, as well as correcting misspelt words in the minutes of shareholders' meeting, memorandum of association, and/or various registration forms and/or other proceedings stipulated by the registrar in the registration of capital reduction and amendment of the memorandum of association with the Department of Business Development, Ministry of Commerce and the submission of evidence documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, or other related agencies.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %

3. Approved the issuance and offering of newly issued convertible debenture of the Company by determining the total offered value of, not exceeding, 300,000,000 Baht to private placement which are Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) and the delegation of relevant powers.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %



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4. Approved the increase of the Company's registered capital by 58,874,883 Baht from the existing registered capital of 206,650,838.50 Baht to the new registered capital of 265,525,721.50 Baht by issuing 117,749,766 newly issued ordinary shares at the par value of 0.50 Baht to accommodate the conversion rights of the convertible debentures.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %

5. Approved the amendment of Article 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, as follows:

"Article 4. Registered Capital	265,525,721.50	Baht	(Two hundred sixty-five million five hundred twenty-five thousand seven hundred twenty-one baht fifty satang)
Equivalent to:	531,051,443	shares	(Five hundred thirty-one million fifty-one thousand four hundred forty-three shares)
Par value:	0.50	Baht	(Fifty satang)
			Consisting of:
Ordinary share:	531,051,443	shares	(Five hundred thirty-one million fifty-one thousand four hundred forty-three shares)
Preferred share:	-	shares	(- shares)"

In this regard, appointed the Board of Directors, authorized director, Chief Executive Officer, or persons appointed by the Board of Directors, authorized director, or Chief Executive Officer to have the power to consider and specify the details and conditions of such capital increase, as well as correcting misspelt words or phrases in the minutes of shareholders' meeting, memorandum of association, and/or various registration forms and/or other proceedings stipulated by the registrar in the registration of capital increase and amendment of the memorandum of association with the Department of Business Development,



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Ministry of Commerce and the submission of evidence documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, or other related agencies.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %

6. Approved the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding, 117,749,766 shares with the par value of 0.50 Baht per share to accommodate the conversion rights of the convertible debentures issued and offered to private placement.

This matter was passed by unanimous as follows:

Approve	145,508,556	votes	equivalent to	100.00 %
Disapprove	0	votes	equivalent to	0.00 %
Abstained	0	votes	equivalent to	0.00 %
Invalid ballots	0	votes	equivalent to	0.00 %

Please be informed accordingly

Sincerely yours,

(Mr. Dan Hetrakul)
Chief Executive Officer

Office of the Chief Executive Officer

Tel. 02 171 8601 ext. 111