

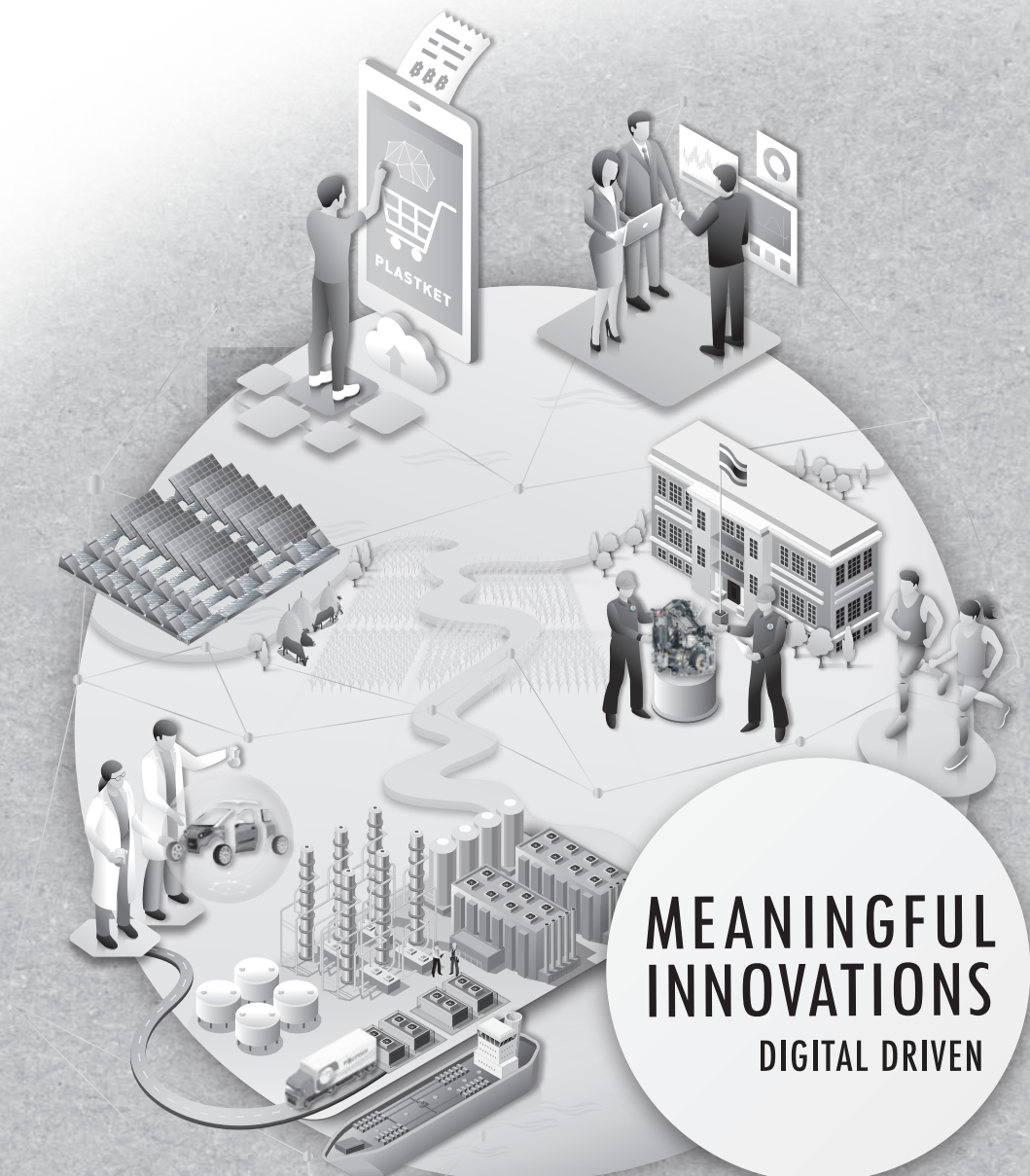


Invitation to attend the Annual General Meeting of Shareholders for the year 2020

IRPC Public Company Limited

Tuesday April 7, 2020 at 14.30 hrs.
at Bangkok Convention Center, 5th Floor,
Central Plaza Ladprao (Plaza Zone)

No.1695 Phaholyothin Road, Khwaeng Chatuchak,
Khet Chatuchak, Bangkok 10900



**MEANINGFUL
INNOVATIONS**
DIGITAL DRIVEN



MEMBER OF
**Dow Jones
Sustainability Indices**
In collaboration with **S&P**
DOW JONES S&P



No. Pres 035/2020

March 6, 2020

- Subject: Invitation to 2020 Annual General Meeting of Shareholders (AGM)
- Attention: Shareholders of IRPC Public Company Limited
- Enclosures: 1. 2020 AGM registration form with a barcode and QR code for scanning and downloading Annual Report (Including Financial Report), Sustainability Development Report and Integrated Report for the year 2019. (Please fill in the form and bring for registration at the meeting)
2. Evidences required for shareholders or proxies to attend the meeting
 3. Map showing the meeting venue
 4. Personal profile of nominated directorial candidates
 5. Definition of independent directors
 6. Information of the Company's independent directors for proxy-granting
 7. Company's Articles of Association (relevant to shareholders' meeting)
 8. Proxy forms (Form A and Form B) for proxy-granting
 9. Business reply envelope (no postage necessary if mailed in the country)

The Board of Directors of IRPC Public Company Limited ("the Company") resolved in the meeting No.2/2020 on February 12, 2020 to convene the 2020 Annual General Meeting of Shareholders on Tuesday April 7, 2020 at 02.30 pm, at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone) located at 1695 Phaholyothin Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900. (A map for the meeting venue is Enclosure 3)

Notes:

1. The Company disclosed the previous minutes of the 2019 AGM on April 3, 2019, on the Company website (www.irpc.co.th) from April 12, 2019 and also post mailed to Shareholders to review, object or suggest for revision and correction by June 10, 2019. However, there were no feedback given.
2. The Company allowed minor Shareholders (one or more shareholders holding no less than 4 percent of the total issued shares) to exercise their rights to put forward the 2020 AGM's agenda and nominate directorial candidates in advance during September 2, 2019 - January 31, 2020, and disclosed the criteria on the Company website (www.irpc.co.th). However, there were no feedback given.

The meeting's agenda are as follows:

Item 1 Statement of the Chairman

Item 2 To acknowledge the Company's 2019 operating results and approve the Company's 2019 financial statements

(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)

The 2019 Company's financial statements were audited by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, and reviewed by the Audit Committee.

(Details were shown in the annual report (including financial report), which can be download via QR code on Enclosure 1)

Financial status	2019 (million baht)
Current asset	43,647
Total asset	177,850
Current liability	45,707
Total liability	94,448
Shareholder's equity	83,402
Registered capital	20,475
Paid-up capital	20,434

Operating results	2019 (million baht)
Sales revenue	239,315
Net sales revenue*	216,577
EBITDA	5,940
Net profit	(1,174)

Remarks: *Net sales revenue excluding excise tax and other fees of product tank service, port services and other services.

The Board's opinions:

After due consideration, the Board deemed it appropriate to propose to AGM to acknowledge the Company's 2019 operating results and to approve the Company's 2019 financial statements audited by the auditor and reviewed by the audit committee.

Item 3 To approve dividend payment of the Company's 2019 operating results

(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)

Since the Company's dividend payment policy was approved by the Extraordinary General Meeting of Shareholders No.1/2007 on January 19, 2007, the dividend shall be paid at least 25 percent of the net profits of the relevant year, after deduction of all categories of reserves as specified in the Company's Articles of Association and the applicable laws. Payment is subject to the investment plans, necessity and other suitability, as the Board of Directors deems appropriate and the payment of dividends shall be approved by the shareholders. However, the Board of Directors may pay interim dividends to the shareholders, and after the dividends have been paid, such dividend payment has to be reported to the shareholders at the next shareholders' meeting.

In 2019, the Company had a net loss of 1,174 million Baht. The Board commented that the loss of 2019 operating results was mainly due to the sharp price decrease in petroleum and petrochemical products. This resulted from the impacts of impending US-China trade war on the manufacturing sector and considerable decrease in product demands since the end of 2019; meanwhile, all companies in the same industry sector have been facing direct and indirect impacts. Moreover, the Labor Protection Act (No.7) B.E. 2562 (2019), effective on 5 May 2019, which was amended to provide better protection for employees, especially the severance pay, has also increased the Company's expense record. However, the company has adjusted the strategies and business plans to cope with the situations.

After due consideration, the Board deemed it appropriate to propose to AGM to approve the dividend payment for 2019 at 0.10 Baht per share, in compliance with section 115 of the Public Limited Company Act B.E. 2535 (including its amendments), and article 36, article 44 of the Company's Articles of Association (Enclosure 7). The dividends are as follows:

The dividend payment of the 2019 operating results will be paid from the unappropriated retained earnings as of December 13, 2019 at the rate of 0.10 Baht per share, amounting to approximately 2,043.44 million Baht, as classified into 3 parts:

- (1) The amount of 0.06 Baht per share is paid from tax exemption's retained earnings according to Board of Investment (BOI)'s privilege; therefore, individual shareholders are not subject to withholding tax and are not entitled to tax credit for this portion.
- (2) The amount of 0.02 Baht per share is paid from the retained earning with 20% corporate income tax. Therefore, individual shareholders are subject to 10% withholding tax. This portion of dividend can be credited at 20/80.
- (3) The amount of 0.02 Baht per share is paid from the retained earnings, which was not subject to corporate income tax. Therefore, individual shareholders are subject to 10% withholding tax and are not entitled to tax credit for this portion.

The dividend payment of 2019 are in accordance with the Company's dividend payment policy and Articles of Association. The table below shows comparison of the dividend payment in 2018 and 2019.

Dividend payment consideration	2018	2019
Net profits (million baht)	7,735	(1,174)
Numbers of shares (million shares)	20,434	20,434
Legal reserve* (million baht)	-	-
Dividend payment per share (baht per share)	0.19	0.10**
Dividend payment (million baht)	3,883	2,043**
Dividend payment ratio / net profits (percentage)	50	N/A

Remarks:

- * The Company completely set up the legal reserve at 10 percent of the registered capital in 2007.
- ** The dividend payment is subjected to 2020 AGM's approval.

For rights to receive dividend payment, the Board set a record date on Thursday, 27 February 2020. The dividend will be payable on Friday, 24 April 2020; still, the dividend payment rate is during AGM's approval process.

The Board's opinions:

After due consideration, the Board deemed it appropriate to propose to AGM to approve cash dividend payment from the operating results of year 2019. The dividend will be paid at the rate of 0.10 Baht per share, amounting to approximately 2,043.44 million Baht, as per the previously mentioned details.

Item 4 To appoint auditors and determine auditor fees for the year 2020

(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)

To comply with section 120 of the Public Limited Companies Act B.E. 2535 (including its amendments) and article 36 of the Company's Articles of Association (Enclosure 7), which prescribes that auditors shall be appointed or re-appointed, and their fee shall be determined annually by the annual general meeting of shareholders.

The Audit Committee considered and nominated an audit firm by its expertise, experience and working standard. The fee should rely on workload and should be compared with that of other listed companies of the same size. The nominated audit firm is as follows:

1. Audit Firm

Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd, ("Deloitte") as auditor for 2020, for the fourth consecutive year.

2. Auditors

- 2.1 Mr. Mongkol Somphol CPA No. 8444, or
(Being the signature on the 2019 Company's financial statements)
- 2.2 Mr. Kiatniyom Kuntisook CPA No. 4800, or
(Never being a signature on the Company's financial statements)
- 2.3 Mr. Wonlop Vilaivaravit CPA No. 6797
(Never being a signature on the Company's financial statements)

3. Audit Fee

The 2020 audit fee is maintained at the same rate as 2019's.

The total fee is 3,100,000 baht, excluding miscellaneous expenses, travelling expenses, etc., which shall not exceed 120,000 baht as a general practice.

Audit Fee	2019 (Auditor: Deloitte)	2020 (Proposed auditor: Deloitte)
Audit fee (baht) (for annual and quarterly financial statements)	3,100,000	3,100,000
Non-audit fee (baht)	2,950,000 Non-audit fee for 1. Company operating according to the BOI's requirements. 2. Continuous control monitoring system project ("CCMS")	1,223,085 Non-audit fee for* 1. Company operating according to the BOI's requirements. 2. Financial advisors

Remarks:

- * The 2020 non-audit fees #1 (Company operating according to the BOI's requirements) is the service of Deloitte Audit (the proposed auditor for 2020), but for transaction #2 (Financial advisors) is the service of Deloitte Advisory. Despite both companies are in Deloitte Thailand Group, but have clearly separate juristic entities and services.

4. Relationship with the Company and related parties

The nominated auditors have no relationship with, or any interest in the Company, Company's subsidiaries, executives, major shareholders or any related person of the previously mentioned persons. Therefore, Deloitte is able to audit and comment on the financial statements of the Company independently.

5. Services to other subsidiaries and associated companies

In 2020, Deloitte has been nominated as the auditor for 5 subsidiaries: IRPC Oil Co. Ltd., IRPC A&L Co. Ltd., IRPC Technology Co. Ltd., Rakpasak Co. Ltd., and iPolymer Co. Ltd.

The Audit Committee's opinions:

The Audit Committee considered auditors by working experience to ensure that Deloitte can both perform their duty in line with the Company's audit plans and understand the Company's business, which will enable quick and effective auditing. The audit fee rate is at the same as that of other companies of the same size in the same industry; moreover, the 2020 audit fee is maintained at the same rate as 2019's. Therefore, the Audit Committee recommended the Board of Directors propose to the Shareholders to appoint auditors and approve audit fee as per the above details.

The Board's opinions:

After due consideration, the Board agreed with the Audit Committee to propose to AGM to appoint auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as 2020 Company's auditors as named below:

- | | | |
|-----------------------------|---------------|----|
| (1) Mr. Mongkol Somphol | CPA No. 8444, | or |
| (2) Mr. Kiatniyom Kuntisook | CPA No. 4800, | or |
| (3) Mr. Wonlop Vilaivaravit | CPA No. 6797 | |

The audit fees for the year 2020 will be maintained at the total amount of 3,100,000 Baht, excluding miscellaneous expenses, travelling expenses etc, which shall not exceed 120,000 Baht as a general practice.

Item 5 To approve amendments to the Company's Articles of Association article 22 and article 24

(Voting requirements: not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote).

1. IRPC is a large listed company on the Stock Exchange of Thailand, and when compared to other subsidiary listed companies in PTT Group, these companies call the title of the highest management position as "President and Chief Executive Officer" which are in line with the Job Title System of PTT Group. Therefore, in order to be able to compare or reference on the same

database with PTT Group, the Board of Directors deemed it appropriate to amend the Company's Articles of Association (article 22) to be consistent with the Job Title System of PTT Group.

2. According to the Announcement of the National Council for Peace and Order No. 74/2557 on Teleconferences through Electronic Devices (Order 74/2557), dated June 27, 2014, Electronic Conferences can be organized subjected to the method as specified by the Explanatory Statement relating to conducting of meetings via electronic means of the Department of Business Development (DBD). In order to prepare for electronic conferences, the provision for such teleconference call or video conference meetings must be specified in the Articles of Association (article 24)

Articles of Association Chapter 4 Board of Directors	
Existing Provision	Proposed Amendment
<p>Article 22</p> <p>The Board of Directors shall elect one of the directors to be the Chairman of the board.</p> <p>In the case where the Board of Directors deems expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board.</p> <p>The Board of Directors has the power to appoint <u>the President (CEO)</u> of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and <u>the President (CEO)</u> shall be a director and secretary to the Board of Directors.</p>	<p>Article 22</p> <p>The Board of Directors shall elect one of the directors to be the Chairman of the board.</p> <p>In the case where the Board of Directors deems expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board.</p> <p>[Paragraph 3] The Board of Directors has the power to appoint <u>the President and Chief Executive Officer</u> of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and <u>the President and Chief Executive Officer</u> shall be a director and secretary to the Board of Directors.</p>
<p>Article 24</p> <p>The Chairman of the board shall be the person who calls the meetings of the Board of Directors. In calling a meeting, the Chairman or the person entrusted by the Chairman shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless 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>Two or more directors may request a meeting of the Board of Directors. In that case, the Chairman shall determine the date of the meeting within 14 days as from the date of receipt of the request.</p>	<p>Article 24</p> <p>The Chairman of the board shall be the person who calls the meetings of the board of directors. In calling a meeting, the Chairman or the person entrusted by the Chairman shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless 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>[Paragraph 2] <u>A meeting invitation letters and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents, which can be kept as electronic data as well.</u></p> <p>Two or more directors may request a meeting of the board of directors. In that case, the Chairman shall determine the date of the meeting within 14 days as from the date of receipt of the request.</p>

Articles of Association Chapter 4 Board of Directors	
Existing Provision	Proposed Amendment
<p>In case there is no Chairman or the Chairman cannot perform duties, two or more directors shall be the persons who call a meeting of the Board of Directors.</p> <p>The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the Company is located or any place where the Board of Directors deems expedient.</p>	<p>In case there is no Chairman or the Chairman cannot perform duties, two or more directors shall be the persons who call a meeting of the Board of Directors.</p> <p>The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the Company is located or any place where the Board of Directors deems expedient.</p> <p>[Paragraph 6] <u>The meetings of the Board of Directors may be held by way of electronic conferencing. The conduct of teleconference calls or video conferences for the meetings must be in accordance with the applicable laws, the Explanatory Statement relating to conducting of meetings via electronic means of the Department of Business Development and Company's regulations.</u></p>

The Board's opinions:

After due consideration, the Board deemed it appropriate to propose to AGM to approve the amendment of 2 provisions of the Company's Articles of Association (Chapter 4 Board of Directors: article 22 "job title of the highest management position" and article 24 "teleconference through electronic devices"). These are in accordance with the Announcement of the National Council for Peace and Order No. 74/2014, the applicable laws and PTT Group practices as well as increasing efficiency and flexibility of the Board of Directors' meeting.

Item 6 To approve board of directors' remunerations for the year 2020

(Voting requirements: not less than two-thirds (2/3) of the total number of votes of the shareholders who are present at the meeting).

Article 26 of the Company's Articles of association (Enclosure 7) stated that "A director is entitled to have emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting..."

Therefore, in considering remuneration and bonus for the Board of Directors, the Nomination and Remuneration Committee relied on good practices of considering remuneration of directors issued by Thai Institute of Directors (IOD) as follows:

1. Categorize director remuneration into 2: monthly fee and meeting allowance per meeting.
2. Determine remuneration by considering scope of accountability and responsibility including expertise and experience of the committee.
3. Determine remuneration by looking at the Company's performance and size of its business and comparing with other companies' standard in the same industry with similar business risks.
4. Determine remuneration by considering the persuasion competency to invite qualified persons to become company's directors.

5. Determine remuneration for Chairman of the Board of Directors and Chairman of sub-committee to be paid about 30 percent higher than other directors get.
6. Sub-committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee including other sub-committees, which may be later appointed by the Board of Directors' resolutions, shall only receive meeting allowance per attendance.

Therefore, the Nomination and Remuneration Committee thoroughly considered the remuneration and bonus of the Board of Directors and deemed it appropriate to propose to the Board as follows:

Directors' remuneration for 2020

(1) Monthly fee and meeting allowance:

Remuneration for directors (monthly) and Board's meetings (per attendant) for 2020

is maintained at the same rate as 2019's as below. This remuneration rate was approved by the 2019 AGM on April 3, 2019 (this rate has been set out since 2006) as follows:

(1.1) Board of Directors:

Board of directors shall receive a monthly fee and meeting allowance per attendance as follows:

Board of Directors	Monthly Allowance	Meeting Allowance (per Attendance)	Other Benefits (Both Monetary And Non-monetary)
Chairman	Baht 60,000	Baht 60,000	None
Director	Baht 45,000	Baht 45,000	None

(1.2) Sub-committees:

Sub-committees are consist of Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee, including other sub-committees, which may be later appointed.

Meeting allowance for Sub-committees will be paid as follows:

Sub-Committees	Monthly Allowance	Meeting Allowance (per Attendance)	Other Benefits (Both Monetary And Non-monetary)
Chairman	None	Baht 60,000	None
Director	None	Baht 45,000	None

(2) Bonus:

Proposal will be made to refrain from paying bonus for the Board of Directors due to 2019 operating results.

The Board's opinions:

After due consideration, the Board agreed with the Nomination and Remuneration Committee's recommendations and proposed to AGM to approve the Directors' remunerations for the year 2020 as per the aforesaid details.

Item 7 To elect or re-elect directors in replacement of those retiring by rotation

(Voting requirements: majority voting of the shareholders who are present at the meeting and cast their votes)

According to the Company's Articles of Association: article 17, at each AGM, one-thirds of the board members or nearest, will retire by rotation.

At the 2020 AGM, there will be 5 directors completing their terms as follows:

- | | |
|------------------------------|----------------------|
| 1. Mr. Woothisarn Tanchai | Independent Director |
| 2. Mr. Somnuk Bomrungsalee | Independent Director |
| 3. Mr. Anusorn Sangnimnuan | Independent Director |
| 4. Mr. Ekniti Nitithanprapas | Director |
| 5. Mr. Jumpol Sumpaopol | Independent Director |

In accordance with the Public Limited Company Act B.E. 2535 (including its amendments) and the Company's Articles of Association, the Nomination and Remuneration Committee considered selecting and proposing persons to be appointed as directors of the Company in replacement of the directors who are due to retire by rotation as named above based with the following criteria:

- (1) Board of Directors consists of 5-15 directors.
- (2) Independent directors must account for at least one third of the Board, and there must be at least 3 of them.
- (3) Director must not be aged over 70.
- (4) Director and Independent Director can serve up to 3 consecutive terms.
- (5) Nominees must possess the qualifications required under the Public Limited Companies Act B.E. 2535 (including its amendments), the Securities and Exchange Act B.E. 2535 (including its amendments), regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, requirements relating to the good corporate governance of the Company and other relevant regulations.
- (6) Nominees must possess the qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises.
- (7) The Board of Directors must consist of member diversities, such as gender, age, race, nationality, educational background and professional qualifications.
- (8) Nominees must possess knowledge, expertise and experience in various professions, which will benefit and increase Company's values. As a minimum, the Board should comprise 3 petroleum and petrochemical experts, 1 legal expert and 1 accountant and finance expert.
- (9) Nominees must possess characteristics, which will encourage good corporate governance and increase Company's values, such as moral, ethics, independence, self-confidence, creativity, duty of care, duty of loyalty, sacrifice, and public trust. If directors are from government agencies or reliable organizations such as Ministry of Finance, Thai Institute of Directors Association (IOD), etc., their competency could benefit the Company.

(10) Independent director's qualifications are stipulated by the regulations and requirements of the Capital Market Supervisory Board, and related to the good corporate governance of the Company.

(11) For the former directors, past performances and dedications will be also considered.

The Nomination and Remuneration Committee thoroughly considered the above criteria and their qualifications as well as the recommendation from a major shareholder (PTT PLC.) and deemed appropriate to propose 5 retiring directors to the Board of Directors to propose to the Shareholders for re-election as the Company's directors. Details are as below:

Name	Position	Skills / Experiences / Expertise
1. Mr. Woothisarn Tanchai	Independent Director	Specializes in Energy, Petroleum and Petrochemical, Law, Political Science, Social Development and Corporate Governance. <i>(to re-elect for another term)</i>
2. Mr. Somnuk Bomrungsalee	Independent Director	Specializes in Engineering, Energy, Petroleum and Petrochemical, Business Management, Auditing and Corporate Governance. <i>(to re-elect for another term)</i>
3. Mr. Anusorn Sangnimnuan	Independent Director	Specializes in Engineering, Energy, Petroleum and Petrochemical, Business Management, Environment and Corporate Governance. <i>(to re-elect for another term)</i>
4. Mr. Ekniti Nitithanprapas	Director	Specializes in Energy, Petroleum and Petrochemical, Business Management, Economics and Corporate Governance. <i>(to re-elect for another term)</i>
5. Mr. Jumpol Sumpaopol	Independent Director	Specializes in Engineering, Business Management, Political Science and Corporate Governance. <i>(to re-elect for another term)</i>

Remarks:

1. The Company facilitated minor shareholders (one or more shareholders holding no less than 4 percent of the total issued shares) to exercise their rights to nominate directorial candidates in advance during September 2, 2019 – January 31, 2020 and disclosed the criteria on the Company website (www.irpc.co.th); however, there were no directorial candidates nominated during the period.
2. The independent director qualifications of the Company are more rigid than the Capital Market Supervisory Board's requirement on shareholding percentage, which must not exceed 0.5 percent (Capital Market Supervisory Board Regulations' limit of 1 percent) of the total voting shares in the Company or subsidiaries or associates or major shareholder or person with controlling power over the Company. Whilst the number of shares held by any related person of such independent director must also be counted. (Brief profiles of the persons nominated to be the directors are attached in Enclosure 4, and the Company's independent director definition is in Enclosure 5).
3. Directors' nomination process is described in the 2019 annual report which can be download via QR code on Enclosure 1

The Board's opinions:

(Excluding any Directors considered having conflicts of interest)

As recommended by the Nomination and Remuneration Committee, who thoroughly considered, the qualifications of the 5 nominated directorial candidates were in line with regulations, the Company good corporate governance handbook and the Company's Articles of Association.

The Board of Directors will comprise directors with diversities (Skill Matrix) who possess knowledge, expertise and experience in various skills of professions, which will benefit the Company and its shareholders and support Company strategies as well.

For the former directors, their performances and dedications in the past are also considered, and the nominated director as independent directors (number 1, 2, 3 and 5) can freely express their opinions in accordance with the relevant criteria.

The Board of Directors deemed it appropriate to propose to the Shareholders to approve the re-election of 5 directors to be directors or independent directors of the Company as per the aforesaid details.

Item 8 Any other businesses (if any)

Any Shareholders, unable to attend the meeting, may grant a proxy to another person of at least 20 years of age, or to a Company's independent director (with no conflict of interest in each agenda item and with name and brief profile listed in Enclosure 6) to attend the meeting and vote on behalf of the shareholder by filling up a proxy form (form A or B) in Enclosure 8. Any foreign Shareholders with a custodian in Thailand will use proxy form C (available to download at www.irpc.co.th) and affix a stamp duty of 20 Baht, together with evidences required for shareholders or a proxy to attend the meeting in Enclosure 2.

The Company will be disclosing the notice of 2020 AGM along with its agenda from 6 March 2020 onwards at <http://www.irpc.co.th>. The Shareholders or Proxies must present a Registration form with a barcode printed as in Enclosure 1 and Proxy form with required evidences (in case of proxy granting) at a registration officer; otherwise, such shareholder will not be entitled to attend the meeting.

Please be invited to attend the 2020 Annual General Meeting of Shareholders on Wednesday April 7, 2020, 12.30 pm at Bangkok Convention Center, 5th Floor Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900. The registration will be available at 12.30 am onwards.

Yours sincerely,

- Noppadol Pinsupa-

(Mr. Noppadol Pinsupa)

President

By the Resolutions of the Board of Directors

IRPC Public Company Limited

INFORMATION NOTES TO FACILITATE SHAREHOLDERS

1. The Company set the Record Date to entitle rightful shareholders to attend the 2020 AGM and/or receive the dividends on Thursday, February 27, 2020 under section 225 of the Securities and Exchange Act B.E. 2535 (including its amendments).
2. Shareholders who wish to grant proxy to a Company's independent director should select only one independent director's name stated in the proxy form. The proxy form, the required documents, and the evidence of shares (details described in Enclosure 2) must be signed, certified and submitted to the Corporate Affairs Office, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900 prior to the meeting day.
3. Shareholders who wish receive a copy of 2019 annual performance and financial statements report, sustainability development report and/ or integrated report, please request in writing with shareholder's name, address and documentation or evidences confirming shareholding status in accordance with the details specified in Enclosure 4, and submit to the Corporate Affairs Office, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900 or by facsimile at 02 7657999 or by email: cg@irpc.co.th.

Each shareholder is entitled to receive only one copy of each report. For shareholders' convenience, the Company has a Business Reply Envelope in Enclosure 9.

4. The Company disclosed both Thai and English version of notice to the AGM online at the Company's website (www.irpc.co.th) from March 6, 2020.
5. Foreign shareholders who have appointed a custodian in Thailand can download a proxy form (Form C) at the Company's website (www.irpc.co.th).
6. For any inquiries regarding the meeting agenda, please send questions prior to the meeting to the Corporate Affairs Office, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900, or email: cg@irpc.co.th.

There will be no complimentary gifts provided at the 2020 AGM in accordance with the “**No Give Policy**” of SEC and the Thai Investors Association. The primary purpose of the meeting is to exercise shareholders' rights to vote and decide for the business directions and to acknowledge business operating reports, performance and Code of Conduct. However, the Company will provide a set of drinks and lunches for the shareholders or their attending proxies.

For rising environmental awareness, reducing the consumption of energy and environmental impact, the AGM will be conducted as a Green Meeting in compliance with the guidelines of Thai Business Council for Sustainable Development (TBCSD) and THE Thailand Environment Institute (TEI), which has been continuously conducted for 8th consecutive years.

Moreover, this is also a Zero Carbon Meeting through carbon offset activities and the amount of emitted greenhouse gases, in order to have a zero carbon emission (Carbon Neutral Event) in accordance with the guidelines of the Thailand Greenhouse Gas Management Organization.

Corporate Secretary and Compliance Division,
Corporate Affairs Office
Tel: 02 765 7000
Fax: 02 765 7999