

The whole of this Provisional Allotment Letter must be returned to be valid.

本暫定配額通知書必須整份交回，方為有效。

**IMPORTANT**

**重要提示**

Reference is made to the prospectus issued by IRC Limited (the “Company”) dated 21 November 2024 in relation to the Rights Issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述鐵江現貨有限公司(「本公司」)所刊發日期為2024年11月21日有關供股的章程(「章程」)。除文義另有所指外，本文件所用詞彙與章程所界定者具有相同涵義。

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) WILL EXPIRE AT 4:00 P.M. ON THURSDAY, 5 DECEMBER 2024 (OR SUCH LATER DATE OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE” IN THE ENCLOSED SHEET).**

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之要約將於2024年12月5日(星期四)下午4時正(或隨附文件「惡劣天氣及/或極端情況對最後接納時間的影響」一段所述之有關較後日期或時間)截止。

**IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

閣下對本暫定配額通知書或將採取之行動如有任何疑問或閣下如已出售或轉讓閣下於本公司之全部或部分股份，應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus, the EAF and the other documents specified in the paragraph headed “12. Documents Registered by the Registrar of Companies” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required under Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange, and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同章程、額外申請表格及章程附錄三「12.由公司註冊處處長登記之文件」一段所述之其他文件，已依據香港法例第32章公司(清盤及雜項條文)條例第38D條規定向香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

Any dealings in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Monday, 9 December 2024), or in the nil-paid Rights Shares on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

截至供股之條件達成當日(目前預期為2024年12月9日(星期一)下午4時正)止之任何股份買賣，或以未繳股款方式進行買賣之期間在聯交所買賣任何未繳股款供股股份將須相應承受供股未必成為無條件或未必進行之風險。

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

投資者如對彼等之狀況有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券以於中央結算系統寄存、結算及交收，由未繳股款及繳足股款供股股份各自於聯交所開始買賣之日期(或香港結算釐定之有關其他日期)起生效。聯交所參與者之間於任何交易日之交易須於其後第二個交易日在中央結算系統交收。於中央結算系統項下之一切活動須遵守不時生效之香港結算一般規則及香港結算運作程序規則。

Dealings in the Shares may be settled through CCASS and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份之買賣可透過中央結算系統進行交收，閣下應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情，以及有關安排對閣下之權利及權益可能構成之影響。

Share Registrar and Transfer Office :  
Union Registrars Limited  
Suites 3301-04, 33/F.,  
Two Chinachem  
Exchange Square,  
338 King's Road,  
North Point, Hong Kong

股份過戶登記處：  
聯合證券登記有限公司  
香港北角  
英皇道338號  
華懋交易廣場2期  
33樓3301-04室



IRC Limited 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)

(Stock code: 1029)  
(股份代號：1029)

Registered office and  
Principal Office :  
註冊辦事處及主要辦事處：  
6H, 9 Queen's Road Central,  
Central, Hong Kong  
香港中環  
皇后大道中9號6樓H室

RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY TWO (2) EXISTING SHARES  
HELD ON THE RECORD DATE  
ON A NON-UNDERWRITTEN BASIS AT A SUBSCRIPTION  
PRICE OF HK\$0.085 PER RIGHTS SHARE  
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON THURSDAY, 5 DECEMBER 2024

以非包銷基準  
按於記錄日期  
每持有兩(2)股現有股份獲發一(1)股供股股份的基準  
以每股供股股份0.085港元之認購價進行供股  
股款須於接納時  
(不遲於2024年12月5日(星期四)下午4時正)繳足

21 November 2024  
2024年11月21日

PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

Name(s) and address of Qualifying Shareholder(s)  
合資格股東姓名及地址

BOX A 甲欄 (Note 1附註1)

BOX B 乙欄 (Note 2附註2)

BOX C 丙欄 (Note 3附註3)

  

Provisional Allotment Letter No.  
暫定配額通知書編號

\* Subscription monies should be rounded up to 2 decimal points  
\* 認購股款應向上約整至小數點後兩位

Note 1 Total number of Shares registered in your name(s) on Wednesday, 20  
November 2024

附註1 於2024年11月20日(星期三)以閣下名義登記之股份總數

Note 2 Number of Rights Shares provisionally allotted to you subject to payment  
in full on acceptance by no later than 4:00 p.m. on Thursday, 5 December  
2024

附註2 暫定配發予閣下之供股股份數目，惟須不遲於2024年12月5日(星期四)下午  
4時正前接納時全數繳足股款

Note 3 Total subscription monies payable in full upon acceptance

附註3 於接納時全數應繳之認購款項總額

Name of bank on which cheque/banker's cashier order is drawn:  
支票/銀行本票之付款銀行名稱： \_\_\_\_\_

Please insert your contact telephone no.:

請填上閣下聯絡電話號碼： \_\_\_\_\_

Cheque/banker's cashier order number:

支票/銀行本票號碼： \_\_\_\_\_

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTERESTS OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓供股股份的認購權時，每項買賣均須繳納香港從價印花稅。以出售以外方式轉讓或轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件所載供股股份配額登記之前，須出示已繳納香港從價印花稅之證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)  
(僅供擬將其／彼等於表格甲內乙欄所列供股股份之認購權利全數轉讓之合資格股東填寫及簽署)

To : The Directors  
IRC Limited  
致： 鐵江現貨有限公司  
列位董事

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholders must sign) 合資格股東簽署(所有聯名合資格股東均須簽署)

Date  
日期 \_\_\_\_\_

Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
附註：填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份之權利支付香港從價印花稅。

Form C  
表格丙

## REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供承讓認購供股股份權利之人士填寫及簽署)

To : The Directors  
IRC Limited  
致： 鐵江現貨有限公司  
列位董事

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s).

I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the articles of association of the Company.

敬啟者：

本人／吾等謹請 閣下將表格甲內乙欄所列數目之供股股份以本人／吾等名義登記。

本人／吾等同意按照本暫定配額通知書及章程所載之條款，並在 貴公司之組織章程大綱及組織章程細則之規限下接納該等股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請於此欄內填上「X」符號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.

請用英文大楷填寫。聯名申請人只應填報排名首位之申請人地址。

For Chinese applicant(s), please provide your name in both English and Chinese.

中國籍申請人請填寫中英文姓名。

Name of applicant in English 申請人英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 別名	Name in Chinese 中文姓名
Names of joint applicant(s) (if any) 聯名申請人姓名(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只應填報排名首位之申請人地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行賬戶號碼	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date 日期 : \_\_\_\_\_

Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
附註：填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份之權利支付香港從價印花稅。

IF YOU WISH TO EXERCISE YOUR RIGHT TO SUBSCRIBE FOR ALL THE RIGHTS SHARES SPECIFIED IN THIS PAL, YOU SHOULD LODGE THIS PAL IN ACCORDANCE WITH THE PROSPECTUS AND INSTRUCTIONS PRINTED HEREIN, TOGETHER WITH A REMITTANCE FOR THE FULL AMOUNT AS SHOWN IN BOX C OF FORM A PAYABLE ON ACCEPTANCE, WITH THE REGISTRAR, UNION REGISTRARS LIMITED, AT SUITES 3301-04, 33/F., TWO CHINACHEM EXCHANGE SQUARE, 338 KING'S ROAD, NORTH POINT, HONG KONG BY NO LATER THAN 4:00 P.M. ON THURSDAY, 5 DECEMBER 2024 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE BY CHEQUE OR BANKER'S CASHIER ORDER IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND BANKER'S CASHIER ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "UNION REGISTRARS LIMITED – CLIENT A/C" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲行使閣下之權利認購本暫定配額通知書指定之全部供股股份，應不遲於2024年12月5日(星期四)下午4時正(或於惡劣天氣情況下，隨附文件「惡劣天氣及／或極端情況對最後接納時間的影響」一段所述的有關較後日期或時間)，按照章程及本暫定配額通知書印備之指示將本暫定配額通知書連同表格甲之丙欄所示接納時須繳付之全數股款，送呈過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元之支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「UNION REGISTRARS LIMITED – CLIENT A/C」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆供股股份配額之指示亦載於隨附文件。本公司將不另發股款收據。

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Laws of Hong Kong.

接納本暫定配額通知書所載之暫定配額的每位人士均：

- 確認彼已閱讀隨附文件及章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成之合約將受香港法律規管，並按其詮釋。

Dealings in the Rights Shares in the nil-paid form will take place from Monday, 25 November 2024 to Monday, 2 December 2024 (both dates inclusive). 未繳股款供股股份將於2024年11月25日(星期一)至2024年12月2日(星期一)(包括首尾兩日)進行買賣。

Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the section headed "Letter from the Board – Conditions of the Rights Issue" in the Prospectus) are subject remain unfulfilled. Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares or the Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

股東應注意，該等未繳股款供股股份及股份可能會在供股之某些條件(於章程內「董事會函件－供股的條件」一節訂明)尚未達成之情況下進行買賣。因此，於供股之所有條件達成當日買賣未繳股款供股股份或股份之任何股東或其他人士，均須相應承擔供股可能無法成為無條件或未必會進行之風險。任何有意買賣或交易股份或未繳股款供股股份之股東或其他人士，如對本身之狀況有任何疑問，應諮詢其專業顧問。

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH ACCEPTANCE**

每份接納須隨附一張獨立開出之支票或銀行本票

**NO RECEIPT WILL BE GIVEN**

本公司將不另發收據



**IRC Limited 鐵江現貨有限公司**

*(Incorporated in the Hong Kong with limited liability)*

**(Stock code: 1029)**

21 November 2024

Dear Qualifying Shareholders,

## **INTRODUCTION**

Reference is made to the prospectus issued by IRC Limited (the “**Company**”) dated 21 November 2024 in relation to the Rights Issue (the “**Prospectus**”). In accordance with the terms set out in the Prospectus accompanying the PAL, the Directors have provisionally allotted to you the number of Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held and registered in your name(s) as at the close of business on Wednesday, 20 November 2024. Your holding of Shares as at the close of business on Wednesday, 20 November 2024 is set out in Box A of Form A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A of the PAL. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

## **Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* with the Shares in issue on the date of allotment of the Rights Shares in all respects. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

## **DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS**

The PAL shall only be sent to Qualifying Shareholders.

The Prospectus Documents have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or Excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including but without limitation to nominees, agents and trustees) receiving a copy of any of the Prospectus Documents outside Hong Kong and wishing to make an application for the Rights Shares under the Prospectus to satisfy himself/herself/itself before subscribing for provisionally allotted Rights Shares, as to the full observance of the laws and regulations of the relevant territory(ies) or jurisdiction(s), including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance in relation to the Rights Issue by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been or will be fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to the representations and warranties above. If you are in any doubt as to your position, you should consult your professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws and regulations of any territory or jurisdiction.

## **PROCEDURE FOR ACCEPTANCE AND PAYMENT**

To take up your provisional allotment in full, you must lodge the whole of the PAL intact and in accordance with the instructions printed thereon with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C of Form A of the PAL, so as to be received by the Registrar no later than 4:00 p.m. on Thursday, 5 December 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance" below). All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "UNION REGISTRARS LIMITED – CLIENT A/C" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of provisional allotment of Rights Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be issued for sums received on application. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless the duly completed PAL, together with the appropriate remittance for the amount shown in Box C of Form A of the PAL, has been received as described above by no later than 4:00 p.m. on Thursday, 5 December 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance" below), the PAL and all rights and entitlements hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled and such Rights Shares will be available for excess application under the EAF by other Qualifying Shareholders. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

## **APPLICATION FOR EXCESS RIGHTS SHARES**

Qualifying Shareholders are entitled to apply, by way of application, for Excess Rights Shares, namely any Rights Shares created from the aggregation of fractions of the Rights Shares not provisionally allotted to Qualifying Shareholders, and any Right Shares provisionally allotted but not validly accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares provisionally allotted.

Application for Excess Rights Shares should be made by completing and signing the EAF enclosed with the Prospectus and lodging the same with a separate remittance for the full amount payable in respect of the Excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Thursday, 5 December 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance" below). All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "UNION REGISTRARS LIMITED – CLIENT A/C" and crossed "ACCOUNT PAYEE ONLY".

## **TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand the PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A of the PAL with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, so as to be received by the Registrar no later than 4:00 p.m. on Thursday, 5 December 2024 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance" below). All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "UNION REGISTRARS LIMITED – CLIENT A/C" and crossed "ACCOUNT PAYEE ONLY". It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

## **SPLITTING**

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:00 p.m. on Wednesday, 27 November 2024, with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, who will cancel the original PAL and issue new PAL(s) in the denominations as required, which will be available for collection at the Registrar at the aforementioned address after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

## **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE**

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above, Extreme Condition, or a "black" rainstorm warning signal: (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be re-scheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance and payment for the Rights Shares and for application and payment for Excess Rights Shares does not take place on or before 4:00 p.m. on the date of the Latest Time for Acceptance, the dates mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) on any changes to the expected timetable as soon as practicable in this regard.

## **FRACTIONAL ENTITLEMENTS**

In any event, the Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fraction of the Rights Shares will be aggregated and rounded down to the nearest whole number. Any Rights Shares created from the aggregation of fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders as described under section headed "Letter from the Board – Application for Excess Rights Shares" in the Prospectus.

## **WARNING OF THE RISK OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the fulfillment of conditions including, among other things, the Listing Committee granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Letter from the Board – Conditions of the Rights Issue" in the Prospectus for further details. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealing in the Shares and/or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

The Shares have been dealt on an ex-rights basis from Tuesday, 12 November 2024. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 25 November 2024 to Monday, 2 December 2024 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. If there is an undersubscription of the Rights Issue as a result of Excess Rights Shares not being fully taken up by the Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly.

## CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of this PAL together with a cheque or banker's cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker's cashier order will be honoured upon first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, underpaid application will be rejected.

## CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUE

Subject to fulfilment of the conditions of the Rights Issue, it is expected that certificates for the fully-paid Rights Shares will be despatched by ordinary post to you to your registered addresses at your own risk on Friday, 13 December 2024. One share certificate will be issued for all the Rights Shares and/or Excess Rights Shares (if any) allotted to you, except HKSCC Nominees Limited.

If the Rights Issue is terminated, refund cheques will be posted on Friday, 13 December 2024 by ordinary post to you, at your own risk to your registered address.

Refund cheques in respect of wholly or partially unsuccessful applications for Excess Rights shares (if any) are expected to be posted on Friday, 13 December 2024 by ordinary post at your own risk to your registered address.

## GENERAL

Lodgement of this PAL purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus are available at the Registrar.

## PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "PDPO") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 6H, 9 Queen's Road Central, Central, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for the attention of the Privacy Compliance Officer.

By order of the Board  
**IRC Limited**  
**Denis Cherednichenko**  
*Chief Executive Officer*





**IRC Limited 鐵江現貨有限公司**  
(於香港註冊成立的有限公司)  
(股份代號：1029)

敬啟者：

## 緒言

茲提述鐵江現貨有限公司(「本公司」)所刊發日期為2024年11月21日有關供股的章程(「章程」)。根據隨附暫定配額通知書的章程所載條款，董事按2024年11月20日(星期三)營業時間結束時於閣下名下持有及登記之每兩(2)股現有股份獲發一(1)股供股股份之基準，已暫定向閣下配發有關數目的供股股份。閣下於2024年11月20日(星期三)營業時間結束時所持股份數目載於暫定配額通知書表格甲之甲欄，而暫定配發予閣下之供股股份數目則載於暫定配額通知書表格甲之乙欄。除文義另有指明者外，本暫定配額通知書所用詞彙與章程所界定之詞彙具有相同涵義。

## 供股股份

供股股份經配發、發行及繳足股款後，將在所有方面與配發供股股份當日之已發行股份享有同等權利。繳足股款供股股份之持有人將有權收取於配發及發行繳足股款供股股份日期或之後所宣派、作出或支付之一切未來股息及分派。

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券以於中央結算系統寄存、結算及交收，由未繳股款及繳足股款供股股份各自於聯交所開始買賣之日期(或香港結算釐定之有關其他日期)起生效。聯交所參與者之間於任何交易日之交易須於其後第二個交易日在中央結算系統交收。於中央結算系統項下之一切活動須遵守不時生效之香港結算一般規則及香港結算運作程序規則。

## 派發本暫定配額通知書及其他章程文件

暫定配額通知書僅向合資格股東寄發。

章程文件並無及將不會根據香港以外任何司法權區之任何適用證券或相等法例登記或存檔。

本公司並無於香港以外任何地區或司法權區就准許提呈發售供股股份或派發章程文件採取任何行動。因此，於香港以外任何地區或司法權區接獲任何章程文件之任何人士不可將其視作申請認購供股股份或額外供股股份之要約或邀請，除非於有關司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出該要約或邀請則另作別論。

在香港以外地區接獲任何章程文件之任何人士(包括但不限於代名人、代理及受託人)如欲申請章程項下供股股份，於認購暫定配發供股股份前須自行全面遵守有關地區或司法權區之法律及法規，包括取得任何政府或其他同意，以及在該地區或司法權區支付就此所需支付之任何稅項、關稅及其他款項。任何人士對供股作出之任何接納，將被視為構成該名人士就已或將全面遵守該等當地法律及規定向本公司作出之聲明及保證。為免除疑慮，香港結算及香港中央結算(代理人)有限公司均不會作出上述聲明及保證，亦不受上述聲明及保證所規限。如閣下對本身情況有任何疑問，應諮詢閣下專業顧問之意見。倘本公司認為接納任何供股股份申請會違反任何地區或司法權區的適用證券法例或其他法例及法規，則本公司保留權利拒絕接納有關申請。

## 接納及付款手續

閣下如欲承購全數暫定配額，則須不遲於2024年12月5日(星期四)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況對最後接納時間的影響」一段所述之有關較後日期及／或時間)，按其列印之指示將整份暫定配額通知書連同暫定配額通知書表格甲之丙欄所載接納時應付之全數股款交回過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「UNION REGISTRARS LIMITED – CLIENT A/C」及以「只准入抬頭人賬戶」方式劃線開出。有關付款將構成按暫定配額通知書及章程之條款，並於本公司之組織章程大綱及組織章程細則的規限下接納供股股份暫定配額。申請時收訖之股款將不會獲發收據。所有有關本暫定配額通知書之查詢均須向上述地址之過戶登記處提出。

務請注意，除非已填妥的暫定配額通知書連同暫定配額通知書表格甲之丙欄所示之適當股款已如上文所述不遲於2024年12月5日(星期四)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況對最後接納時間的影響」一段所述之有關較後日期及／或時間)收到，否則將被視作放棄暫定配額通知書及其項下一切有關權利及配額，而有關供股股份將會被註銷，該等供股股份將可由其他合資格股東透過額外申請表格作出額外申請。本公司可(全權酌情決定但並無責任)視一份按上述規定交回之暫定配額通知書為有效，並對交回或由他人代其交回的人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。本公司可要求相關申請人於較後階段填寫該未填妥的暫定配額通知書。

## 申請額外供股股份

合資格股東有權透過申請之方式申請認購額外供股股份，即由未暫定配發予合資格股東的零碎供股股份彙集所得之任何供股股份及已暫定配發但未獲任何合資格股東有效接納或已暫定配發但未獲未繳股款供股股份承讓人認購的任何供股股份。

章程會隨附額外申請表格，閣下如欲申請額外供股股份，則應不遲於2024年12月5日(星期四)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況對最後接納時間的影響」一段所述之有關較後日期及／或時間)，按照表格印備之指示填妥及簽署有關表格，連同就所申請之額外供股股份獨立支付之全數股款一併交回過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元之支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「UNION REGISTRARS LIMITED – CLIENT A/C」及以「只准入抬頭人賬戶」方式劃線開出。

## 轉讓

閣下如欲將全部據此暫定配發予閣下之供股股份認購權轉讓，須填妥及簽署轉讓及提名表格(表格乙)，並將暫定配額通知書交予認購權之承讓人或轉讓經手人。其後，承讓人須不遲於2024年12月5日(星期四)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣及／或極端情況對最後接納時間的影響」一段所述之有關較後日期及／或時間)將登記申請表格(表格丙)填妥及簽署，然後將整份暫定配額通知書連同暫定配額通知書表格甲之丙欄所示接納時應付之全數股款交回過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元之支票或銀行本票支付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「UNION REGISTRARS LIMITED – CLIENT A/C」及以「只准入抬頭人賬戶」方式劃線開出。謹請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。

## 分拆

閣下如僅欲接納部分暫定配額或欲轉讓暫定配額通知書所述獲暫定配發以認購供股股份之部分權利，或將所有或部分權利轉讓予一名以上之人士，則須不遲於2024年11月27日(星期三)下午4時正將原有暫定配額通知書交回及呈交過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)，以便過戶登記處註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交回原有暫定配額通知書之日期後第二個營業日上午9時正後在過戶登記處之上述地址領取。謹請注意，閣下轉讓有關供股股份之認購權時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。

## 惡劣天氣及／或極端情況對最後接納時間的影響

於以下情況下，最後接納時間將不會生效：倘八號或以上熱帶氣旋警告信號、極端情況或「黑色」暴雨警告信號：(i)於最後接納時間日期任何本地時間中午12時正前在香港生效，並於當日中午12時正後解除，則最後接納時間將順延至同一個營業日下午5時正；或(ii)於最後接納時間日期任何本地時間中午12時正至下午4時正期間在香港生效，則最後接納時間將更改為於上午9時正至下午4時正期間任何時間上述警告並無在香港生效之下一個營業日下午4時正。

倘接納供股股份及繳付股款以及申請額外供股股份及繳付股款之截止時間並無於最後接納時間日期下午4時正或之前生效，則章程「預期時間表」一節所述日期或會受到影響。倘預期時間表出現任何變動，本公司將就此於實際可行情況下儘快作出公告知會股東。

## 零碎配額

在任何情況下，本公司將不會暫定配發任何零碎供股股份，亦不會接納任何零碎供股股份的認購申請。所有零碎供股股份將被彙集，並向下約整至最接近整數。誠如章程「董事會函件－申請認購額外供股股份」一節所述，彙集零碎供股股份所產生的任何供股股份將可供合資格股東提出額外認購申請。

## 買賣股份及未繳股款供股股份之風險警告

本公司股東及潛在投資者務請注意，供股須待(其中包括)上市委員會批准未繳股款及繳足股款供股股份上市及買賣等條件獲達成後，方可作實。有關進一步詳情，請參閱章程「董事會函件－供股的條件」一節。本公司股東及潛在投資者務請注意，倘供股的條件未獲達成，供股將不會進行。

於供股的所有條件獲達成之日前買賣任何股份，以及買賣未繳股款供股股份的任何股東，將相應承擔供股可能無法成為無條件或可能無法進行的風險。任何擬買賣任何股份及／或未繳股款供股股份的股東或其他人士應諮詢其專業顧問的意見。

股份已於2024年11月12日(星期二)起按除權基準進行買賣。未繳股款供股股份預期將於2024年11月25日(星期一)至2024年12月2日(星期一)(包括首尾兩日)買賣。擬轉讓、出售或購買股份及／或未繳股款供股股份之任何股東或其他人士於買賣股份及／或未繳股款供股股份時務請審慎行事。

待供股的條件達成後，不論暫定配發供股股份的接納程度，供股均會以非包銷基準進行。倘因額外供股股份未獲合資格股東或未繳股款供股股份承讓人悉數承購而導致供股認購不足，則供股的規模將會相應縮減。

## 支票及銀行本票

所有支票及銀行本票將會於收訖後隨即過戶，而該等款項所賺取之所有利息(如有)將撥歸本公司所有。填妥及交回本暫定配額通知書連同支付所申請認購之供股股份股款之支票或銀行本票將構成一項保證，即支票或銀行本票可於首次過戶時兌現。在不影響本公司與此有關的其他權利的情況下，本公司保留拒絕受理任何支票或銀行本票於首次過戶時未獲兌現的暫定配額通知書的權利，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。閣下申請認購供股股份時須繳付準確股款金額，以及未繳足股款申請將不獲受理。

## 供股股份之股票及退款支票

待供股的條件獲達成後，預期繳足股款之供股股份之股票將於2024年12月13日(星期五)以普通郵遞方式寄予閣下之登記地址，郵誤風險概由閣下自行承擔。本公司將就閣下獲配發之全部供股股份及/或額外供股股份(如有)發出一張股票(不包括香港中央結算(代理人)有限公司)。

倘供股被終止，則退款支票將於2024年12月13日(星期五)以普通郵遞方式寄送至閣下的登記地址，郵誤風險概由閣下自行承擔。

就全部或部分不獲接納之額外供股股份申請(如有)發出之退款支票，預期將於2024年12月13日(星期五)以普通郵遞方式寄交閣下之登記地址，郵誤風險概由閣下自行承擔。

## 一般事項

交回宣稱已由獲發本暫定配額通知書之人士簽署之本暫定配額通知書，即為交回上述文件之人士有權處理本暫定配額通知書，並有權收取分拆暫定配額通知書及/或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票)將以普通郵遞方式寄予收件人登記地址，郵誤風險概由彼等自行承擔。

章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例規管，並按其詮釋。

閣下如需要額外之章程，可於過戶登記處索取。

## 個人資料收集－暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附之表格，即表示閣下同意向本公司、過戶登記處及/或彼等各自之顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納供股股份之暫定配額之人士之任何資料。《個人資料(私隱)條例》(香港法例第486章)(「《個人資料(私隱)條例》」)給予證券持有人權利可確定本公司或過戶登記處是否持有其個人資料、索取有關資料之文本以及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往本公司之香港主要營業地點，地址為香港中環皇后大道中9號6樓H室或根據適用法律不時通知之地點並以本公司之公司秘書為收件人，或(視情況而定)過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命  
鐵江現貨有限公司  
首席執行官  
Denis Cherednichenko

2024年11月21日