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IRC Limited 鐵江現貨有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 1029)

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF 1 RIGHTS SHARE
FOR EVERY 2 EXISTING SHARES HELD ON THE RECORD DATE ON
A NON-FULLY UNDERWRITTEN BASIS; AND
(II) CONNECTED TRANSACTION IN RELATION TO THE
UNDERWRITING AGREEMENT**

Placing Agent to the Rights Issue



First Shanghai Securities Limited

**Underwriter to the Rights Issue
Axioma Capital FZE LLC**

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**

AMASSE CAPITAL
寶 積 資 本
Amasse Capital Limited

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$325.9 million (equivalent to approximately US\$41.8 million) before expenses by way of the issue to the Qualifying Shareholders of a maximum of 638,974,294 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.51 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date on a non-fully underwritten basis. The Rights Issue is available only to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

Assuming that there is no change in the number of issued Shares on or before the Record Date and all Rights Shares to be issued under the Rights Issue have been taken up in full, the gross proceeds from the Rights Issue will be approximately HK\$325.9 million (equivalent to approximately US\$41.8 million). The net proceeds from the Rights Issue (after deduction of estimated professional fees and other related expenses of approximately HK\$2.3 million (equivalent to approximately US\$0.3 million)) are estimated to be approximately HK\$323.6 million (equivalent to approximately US\$41.5 million) (assuming no changes in the number of Shares in issue on or before the Record Date). The net price per Rights Share (after deducting the cost and expenses of the Rights Issue) is estimated to be approximately HK\$0.506.

The Rights Issue will proceed on a non-fully underwritten basis. Save for the Undertaken Shares and the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

In order to be registered as members of the Company on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Registrar 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 Friday, 19 December 2025.

The last day of dealing in Shares on a cum-rights basis is Wednesday, 17 December 2025 and the Shares will be dealt with on an ex-rights basis starting from Thursday, 18 December 2025.

THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

The Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placee(s) for the benefit of the relevant No Action Shareholders and Non-Qualifying Shareholders. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 24 October 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best effort basis. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Monday, 2 February 2026, independent placee(s) for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will be taken up by the Underwriter to an extent pursuant to the Underwriting Agreement and the remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

THE IRREVOCABLE UNDERTAKING AND THE UNDERWRITING AGREEMENT

As at the date of this announcement, the Board has received from the controlling Shareholder, Axioma Capital, the Irrevocable Undertaking under the Underwriting Agreement. Mr. Levitskii, a non-executive Director, being the sole shareholder of Axioma Capital, is interested in 830,101,285 Shares (representing approximately 64.96% of all issued Shares) as at the date of this announcement. Pursuant to the Irrevocable Undertaking, Axioma Capital has provided irrevocable undertakings to the Company that, provided that public float of the Shares shall not become less than 25% (or any given percentage as required by the Listing Rules which shall be held by the public), it will (i) subscribe for up to 415,050,642 Rights Shares which comprise the full amount of the provisional entitlement (rounded down to the nearest whole number) in respect of the 830,101,285 Shares beneficially held by it; (ii) not dispose of, or agree to dispose of, any of the 830,101,285 Shares owned by it as at the date of the Underwriting Agreement up to and including the Record Date; and (iii) lodge or procure the acceptance of the 415,050,642 Rights Shares which will be the number of Rights Shares provisionally allotted (on nil-paid basis) to it under the Rights Issue, with the Registrar with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents. As at the date of this announcement, save for Axioma Capital, the Company does not have any other controlling or substantial Shareholder and the Board has not received any indication from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

The Rights Issue is non-fully underwritten by Axioma Capital. Pursuant to the Underwriting Agreement, Axioma Capital has (in addition to its obligations under the Irrevocable Undertaking) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements (rounded down to the nearest whole number), which together with the Shares already held by Axioma Capital, other non-public shareholder(s) (if any) and the Undertaken Shares, will be up to and not exceeding 75% (or any given percentage as allowed under the Listing Rules to be held by non-public Shareholders) of the total enlarged number of issued Shares at completion of the Rights Issue. For the avoidance of doubt, in the event that the number of Shares already held by Axioma Capital together with the Undertaken Shares and Shares held by other non-public Shareholder(s) (if any) reached 75% of the total enlarged issued share capital of the Company at completion of the Rights Issue, no Rights Share will be underwritten by Axioma Capital under the Underwriting Agreement. Details of the major terms and conditions of the Underwriting Agreement are set out in the section headed “The Underwriting Agreement” in this announcement.

LISTING RULES IMPLICATIONS

As the Rights Issue, if proceeded with, will, in aggregated with the 2024 Rights Issue, increase the number of issued shares of the Company by more than 50%, in accordance with Rule 7.19A(1) of the Listing Rules, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM by a resolution on which any controlling Shareholders and their respective associates shall abstain from voting in favour of the Rights Issue under Rule 7.27A(1) of the Listing Rules. As at the date of this announcement, Axioma Capital holds 830,101,285 Shares (representing approximately 64.96% of all issued Shares) and is a controlling Shareholder of the Company. As such, Axioma Capital shall abstain from voting in favour of the resolutions to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder at the EGM.

As Axioma Capital, the Underwriter, is a controlling Shareholder, it is a connected person of the Company under Chapter 14A of the Listing Rules and the Underwriting Agreement and the transactions contemplated thereunder constitute connected transactions for the Company under the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules. The Underwriter shall abstain from voting in relation to the resolution(s) in relation to the Underwriting Agreement at the EGM.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Dmitry Vsevolodovich Dobryak, Ms. Natalia Klimentievna Ozhegina, Mr. Vitaly Georgievich Sheremet and Mr. Alexey Mihailovich Romanenko, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder respectively, and as to the voting action therefor.

In this connection, Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder.

GENERAL

A Circular containing, among other things, (i) further details of the Rights Issue, the Placing Agreement and the Underwriting Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement and the Underwriting Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders with regard to the aforesaid; (iv) other information required under the Listing Rules; and (v) a notice convening the EGM, will be despatched to the Shareholders. Having taken into account the estimated time required for the Company to compile the information required for the Circular, the Company plans to despatch the Circular on or before Tuesday, 25 November 2025, which is more than 15 business days from the date of this announcement.

Upon the approvals of the Independent Shareholders of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder having been obtained at the EGM, the Prospectus Documents or the Prospectus, whichever is appropriate, will be despatched to the Qualifying Shareholders and, for information only, the Non-Qualifying Shareholders in due course. For the avoidance of doubt, the Non-Qualifying Shareholders are entitled to attend and vote at the EGM.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof, and 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 “Conditions of the Rights Issue” in this announcement 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.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders 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 dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

THE RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$325.9 million before expenses by way of the issue to the Qualifying Shareholders of a maximum of 638,974,294 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.51 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date on a non-fully underwritten basis. The Rights Issue is available only to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

The principal terms of the Rights Issue are as follows:

Issue statistics

Basis of the Rights Issue	: one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	: HK\$0.51 per Rights Share
Number of Shares in issue as at the date of this announcement	: 1,277,948,588 Shares As at the date of this announcement, the Company does not hold any treasury shares and there is no repurchased Share pending cancellation.
Maximum number of Rights Shares to be issued under the Rights Issue (assuming the Rights Issue is fully subscribed)	: 638,974,294 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Maximum total number of issued Shares as enlarged by the Rights Issue (assuming the Rights Issue is fully subscribed)	: 1,916,922,882 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue (before expenses)	: No more than approximately HK\$325.9 million (equivalent to approximately US\$41.8 million)
Net proceeds from the Rights Issue	: No more than approximately HK\$323.6 million (equivalent to approximately US\$41.5 million)

As at the date of this announcement, the Company has no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the number of issued Shares on or before the Record Date and no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 638,974,294 Rights Shares proposed to be provisionally allotted and issued pursuant to the Rights Issue represents approximately 50.0% of the number of issued Shares as at the date of this announcement and will represent approximately 33.3% of the total number of issued Shares of the Company as enlarged by the issue of the Rights Shares (assuming the Rights Issue is fully subscribed).

The Subscription Price

The Subscription Price of HK\$0.51 per Rights Share is payable in full upon the acceptance of the relevant provisional allotment of Rights Shares or, where applicable, when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 16.39% to the closing price of HK\$0.610 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 17.21% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.616 per Share;
- (iii) a discount of approximately 17.21% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.616 per Share;
- (iv) a discount of approximately 12.17% to the theoretical ex-rights price of approximately HK\$0.581 per Share based on the benchmark price of HK\$0.616 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.610 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Latest Trading Day of approximately HK\$0.616 per Share);
- (v) a discount of approximately 61.1% to the latest published unaudited consolidated net asset value per Share as at 30 June 2025 of approximately HK\$1.31 (based on the unaudited consolidated equity attributable to equity holders of the Company as at 30 June 2025 of approximately US\$215,076,000 as disclosed in the interim report of the Company for the six months ended 30 June 2025 and 1,277,948,588 Shares in issue as at the date of this announcement); and

- (vi) taking into account the 2024 Rights Issue, a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.76%, being the discount of the theoretical diluted price of approximately HK\$0.937 per Share against the benchmarked price of approximately HK\$1.038 per Share (as defined under Rule 7.27B of the Listing Rules, being the benchmark price adopted for the 2024 Rights Issue (as adjusted as the Company conducted a 10-to-1 share consolidation in June 2025)).

The Subscription Price was determined by the Company with reference to the recent market prices of the Shares, the current market conditions, the financial position of the Group and the reasons and benefits of the Rights Issue as discussed in the section headed “Reasons for the Rights Issue and the Use of Proceeds” below in this announcement.

After taking into account that above, the Directors (other than the members of the Independent Board Committee whose opinion will be set forth in the Circular after considering the advice from the Independent Financial Adviser) consider the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder at the close of business on the Record Date.

In order to be registered as a member of the Company at the close of business on the Record Date, all transfer documents for Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged for registration with the Registrar by no later than 4:00 p.m. on Friday, 19 December 2025.

It is expected that the last day for dealing in Shares on a cum-rights basis is Wednesday, 17 December 2025, and the Shares will be dealt with on an ex-rights basis starting from Thursday, 18 December 2025.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies (or which are deposited in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors of the Company should consult their professional advisers if they are in doubt.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will despatch the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date and will despatch the Prospectus only (without the PAL) to the Non-Qualifying Shareholder for their information only.

Qualifying Shareholders who take up their pro-rata assured entitlement in full will not suffer any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Non-Qualifying Shareholders (if any)

The Prospectus Documents to be issued in connection with the Rights Issue will not be filed or registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will not extend the Rights Issue to the Non-Qualifying Shareholders. Accordingly, no provisional allotment of Rights Shares will be made to the Non-Qualifying Shareholders and Non-Qualifying Shareholders will not be entitled to apply for Rights Shares.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in their nil-paid form on the Stock Exchange as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, levies and stamp duty, if more than HK\$100, the excess will be paid pro-rata (but rounded down to the nearest cent) to the shareholdings of the relevant Non-Qualifying Shareholders held on the Record Date in Hong Kong dollars. The Company will retain individual amounts of HK\$100 or less for its own benefit to cover the administrative costs that it would have incurred.

Any NQS Unsold Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form, will be placed by the Placing Agent under the Compensatory Arrangements together with the Unsubscribed Rights Shares.

Rights of Overseas Shareholders

Based on the register of members of the Company as of the date of this announcement, there is one Shareholder with registered addresses situated in Macau. Save as disclosed, no other Shareholder has a registered address situated outside Hong Kong.

The Company notes the requirements under Rule 13.36(2)(a) of the Listing Rules, and will make reasonable enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholder(s) present on the Record Date, if any, under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory body(ies) or stock exchange(s). If, based on legal advice to be provided by the legal advisers to the Company, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions or prohibitions under the laws of the relevant jurisdiction(s) or any requirements of the relevant regulatory body(ies) or stock exchange(s) in such jurisdiction(s), to exclude such Overseas Shareholder(s) from the Rights Issue, no Rights Shares (whether in nil-paid or fully-paid form) will be offered to such Overseas Shareholder(s). In such circumstances, such Overseas Shareholder(s), if any, will be regarded as Non-Qualifying Shareholder(s) and will not qualify for the Rights Issue. The basis of exclusion of Non-Qualifying Shareholder(s), if any, from the Rights Issue will be disclosed in the Prospectus.

The Company will despatch the Prospectus Documents to the Qualifying Shareholders only and will, subject to the advice given in the legal opinions provided by the Company's legal advisers in the relevant overseas jurisdictions of Overseas Shareholders, if any, and to the extent reasonably practicable, send the Prospectus (without the PAL) to the Non-Qualifying Shareholders for information purposes only.

It is the responsibility of any person (including but not limited to any agent, custodian, nominee or trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining of any government or other consents, and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any such person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Such persons are advised to consult their own professional advisers if in doubt.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2)(a) of the Listing Rules. The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, the Overseas Shareholders should exercise caution when dealing in the Shares.

Status of the Rights Shares

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

Basis of provisional allotment

The basis of provisional allotment of Rights Shares will be one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotments should be made by completing a PAL (in accordance with the instructions printed thereon) and lodging the same with a remittance for the Rights Shares being applied for with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, on or before the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Thursday, 15 January 2026.

The Irrevocable Undertaking

As at the date of this announcement, the Board has received from the controlling Shareholder, Axioma Capital, the Irrevocable Undertaking under the Underwriting Agreement. Mr. Levitskii, a non-executive Director, being the sole shareholder of Axioma Capital, is interested in 830,101,285 Shares (representing approximately 64.96% of all issued Shares) as at the date of this announcement. Pursuant to the Irrevocable Undertaking, Axioma Capital has provided irrevocable undertakings to the Company that, provided that public float of the Shares shall not become less than 25% (or any given percentage as required by the Listing Rules which shall be held by the public), it will (i) subscribe for up to 415,050,642 Rights Shares which comprise the full amount of the provisional entitlement (rounded down to the nearest whole number) in respect of the 830,101,285 Shares beneficially held by it; (ii) not dispose of, or agree to dispose of, any of the 830,101,285 Shares owned by it as at the date of the Underwriting Agreement up to and including the Record Date; and (iii) lodge or procure the acceptance of the 415,050,642 Rights Shares which will be the number of Rights Shares provisionally allotted (on nil-paid basis) to it under the Rights Issue, with the Registrar with payment in full therefor, by no later than the Latest Time for Acceptance or otherwise in accordance with the instructions set out in the Prospectus Documents.

As at the date of this announcement, save for Axioma Capital, the Company does not have any other substantial or controlling Shareholder and the Board has not received any indication from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

Closure of register of members of the Company

The register of members of the Company will be closed from Monday, 22 December 2025 to Tuesday, 30 December 2025 (both days inclusive) for the purpose of determining the entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

Fractional entitlement to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares (if any) will be aggregated and rounded down to the nearest whole number and, if a premium (net of expenses) can be achieved, sold in the market by the Company for its own benefit.

Odd lot arrangement

No odd lot matching services will be provided.

Application for listing of the Rights Shares

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. The board lot size of the nil-paid Rights Shares will be the same as that of the fully-paid Rights Shares, i.e. 4,000 Shares in one board lot.

No securities of the Company in issue or the Rights Shares for which listing or permission to deal in is to be sought is or will be listed or dealt in on any other stock exchange.

Admission of Rights Shares into CCASS

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 are expected to 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 their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be 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. Shareholders whose Shares are held through CCASS should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy or any other applicable fees and charges in Hong Kong.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, subscribing, exercising, disposing of or dealing in the nil-paid Rights Shares or the fully-paid Rights Shares. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Share certificates and refund cheques for Rights Issues

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on Friday, 6 February 2026. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto.

If the Rights Issue does not proceed, refund cheques are expected to be despatched on or before Friday, 6 February 2026 to the applicants without interest to their registered addresses by ordinary post at their own risks.

Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements

The Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placee(s) for the benefit of relevant No Action Shareholders and Non-Qualifying Shareholders. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 24 October 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best effort basis. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Monday, 2 February 2026, placee(s) for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will be taken up by the Underwriter to an extent pursuant to the Underwriting Agreement and the remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the relevant No Action Shareholders and Non-Qualifying Shareholders as set out below on pro-rata basis (but rounded down to the nearest cent):

- (i) the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and

- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders or Non-Qualifying Shareholders become entitled on the basis described above to an amount of (i) more than HK\$100, the entire amount will be paid to the relevant No Action Shareholders or Non-Qualifying Shareholders in Hong Kong Dollars only; or (ii) HK\$100 or less, such amount will be retained by the Company for its own benefit.

Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

Placing Agreement

Details of the Placing Agreement are summarised as follows:

Date	: 24 October 2025 (after trading hours of the Stock Exchange)
Issuer	: The Company
Placing Agent	: First Shanghai Securities Limited was appointed as the Placing Agent to procure, on a best efforts basis, independent placee(s) to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares.

The Placing Agent is a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its parent company, First Shanghai Investments Limited (a company listed on the main board of the Stock Exchange (stock code: 227) ("**FSIL**")) are not Shareholders and are Independent Third Parties. The Placing Agent confirms that itself and its parent company, FSIL are independent of and not acting in concert with the Underwriter, Mr. Levitskii and parties acting in concert with any of them.

- Commission and expenses : The Company shall pay to the Placing Agent a non-refundable fee of HK\$15,000 within three Business Days upon execution of the Placing Agreement.
- Subject to the satisfaction of the conditions of the Placing, the Company shall pay to the Placing Agent a placing commission of HK\$85,000 or 1.25% of the gross placing proceeds (i.e. the placing price multiplied by the number of the Unsubscribed Rights Shares and NQS Unsold Rights Shares successfully placed by the Placing Agent), whichever is higher.
- Placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares shall not be less than the Subscription Price (exclusive of any brokerage, SFC transaction levy, Stock Exchange trading fee or the AFRC transaction levy as may be payable), and the final placing price shall be determined based on the demand for and the prevailing market conditions of the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the placement process.
- Placees : The Unsubscribed Rights Shares and NQS Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) are Independent Third Party(ies).
- The Placing Agent will use reasonable endeavour to, and the Company will ensure that (i) the Company will continue to comply with public float requirement under rule 8.08 of the Listing Rules upon the completion of the Rights Issue and the Placing; and (ii) that the Placing shall not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.
- Ranking of the placed Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placed Unsubscribed Rights Shares and NQS Unsold Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares then in issue and be free from all encumbrances and with all rights attaching thereto on and after the date of their allotment.

Conditions of the Placing Agreement

: The completion of the Placing is conditional upon the following conditions being fulfilled:

- (i) the Company's warranties given under the Placing Agreement remaining true and accurate and not misleading in all material respects at all times prior to the date of completion of the Placing; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by no later than the Latest Time for Termination (or such other time or date as may be agreed between the Placing Agent and the Company) and such listing permission not subsequently revoked prior to the date of completion of the Placing.

In the event that the above condition precedents have not been fulfilled on or before the Latest Time for Termination (or such later date as may be agreed between the parties thereto in writing), all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and neither of the parties to the Placing Agreement shall have any claim against the other in respect of the Placing (save for any antecedent breaches thereof).

Termination

: Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would affect the success of the Placing; or
- (ii) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise (except for any temporary suspension of trading pending the publication of any information relating to the Rights Issue, the Placing Agreement and the Underwriting Agreement) and which in the Placing Agent's absolute opinion, would affect the success of the Placing; or
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (iv) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's absolute opinion would affect the success of the Placing; or

- (v) any breach of any of the representations and warranties given by the Company set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the completion of the Placing which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (vi) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

The engagement between the Company and the Placing Agent for the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares (including the commission payable) was determined after arm's length negotiations between the Placing Agent and the Company with reference to the market comparable, the size of the Rights Issue, and the current market conditions. The Directors (other than members of the Independent Board Committee whose opinion will be set forth in the Circular after considering the advice from the Independent Financial Adviser) consider the terms of the Placing Agreement (including the commission payable) are on normal commercial terms and are fair and reasonable.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; and (ii) a compensatory mechanism for No Action Shareholders and the Non-Qualifying Shareholders, the Directors (other than members of the Independent Board Committee whose opinion will be set forth in the Circular after considering the advice from the Independent Financial Adviser) consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the minority Shareholders.

THE UNDERWRITING AGREEMENT

The Rights Issue is non-fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below:

Underwriting Agreement

Date : 24 October 2025 (after trading hours of the Stock Exchange)

Issuer : The Company

Underwriter : Axioma Capital, a company duly incorporated under the laws of United Arab Emirates which is principally engaged in investment holding. It is not in the ordinary course of business of the Underwriter to underwrite securities.

As at the date of this announcement, Axioma Capital is beneficially interested in 830,101,285 Shares, representing approximately 64.96% of the total number of issued Shares of the Company and is a controlling Shareholder. Axioma Capital is solely and beneficially owned by Mr. Levitskii, a non-executive Director. As such, the Underwriter complies with Rule 7.19(1)(b) of the Listing Rules.

Number of Rights Shares underwritten by the Underwriter : Axioma Capital has (in addition to its obligations under the Irrevocable Undertaking) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements (rounded down to the nearest whole number), which together with the Shares already held by Axioma Capital, other non-public shareholder(s) (if any) and the Undertaken Shares, will be up to and not exceeding 75% (or any given percentage as allowed under the Listing Rules to be held by non-public Shareholders) of the total enlarged number of issued Shares at completion of the Rights Issue.

For the avoidance of doubt, in the event that the number of Shares already held by Axioma Capital together with the Undertaken Shares and Shares held by other non-public Shareholder(s) (if any) reached 75% of the total enlarged issued share capital of the Company at completion of the Rights Issue, no Rights Share will be underwritten by Axioma Capital under the Underwriting Agreement.

Commission : The Underwriter will not receive any underwriting commission.

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter by reference to the financial position of the Group, the identity of the Underwriter as the controlling Shareholder of the Group, the size of the Rights Issue and the current market condition. The Directors (other than the members of the Independent Board Committee whose opinion will be set forth in the Circular after considering the advice from the Independent Financial Advisers) consider that the terms of the Underwriting Agreement (including the commission rate) are fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

Conditions of the Underwriting Agreement

The obligations of the Underwriter under the Underwriting Agreement are conditional on the fulfilment of the following conditions:

- (i) the passing by the Independent Shareholders at the EGM of ordinary resolutions to approve the Underwriting Agreement, the Placing Agreement, the Rights Issue and the transactions contemplated thereunder (the approval by more than 50% of the Independent Shareholders at the EGM by way of poll);
- (ii) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (iii) the submission to the Stock Exchange and the registration with the Registrar of Companies in Hong Kong respectively the Prospectus Documents not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance;
- (iv) the Prospectus Documents having been made available to the Qualifying Shareholders on the Prospectus Posting Date, and the Prospectus having been made available to the Non-Qualifying Shareholders, if any, for information purpose on or within two Business Days after the Prospectus Posting Date;
- (v) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;
- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events; and
- (vii) the compliance with and performance of all the undertakings and obligations of the Underwriter under the Irrevocable Undertaking.

None of the above conditions precedent is capable of being waived.

If any of the conditions precedent are not satisfied by the Latest Time for Termination or, where appropriate, such other time as specifically specified in the above conditions precedent, the Underwriting Agreement shall terminate automatically and no party will have any claim against any other party (save for any antecedent breaches and claims thereof).

As at the date of this announcement, none of the above conditions precedent have been fulfilled.

Termination of the Underwriting Agreement

The Underwriter shall be entitled by a notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or is materially adverse in the context of the Rights Issue; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (ii) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (iii) there is any change in the circumstances of the Company which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or the destruction of any material asset of the Company; or
- (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which in the reasonable opinion of the Underwriter will materially and adversely affect the success of the Rights Issue and/or the prospects of the Company taken as a whole; or

- (v) any other material adverse change in relation to the business or the financial or trading position or prospects of the Company as a whole whether or not ejusdem generis with any of the foregoing; or
- (vi) any matter which, had it arisen or been discovered immediately before the date of the Prospectus Documents and not having been disclosed in the Prospectus Documents, would have constituted, in the reasonable opinion of the Underwriter, an omission which is material in the context of the Rights Issue; or
- (vii) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive Business Days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements in connection with the Rights Issue.

If prior to the Latest Time for Termination any such notice as is referred to above is given by the Underwriter, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Further announcement(s) will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

Conditions of the Rights Issue

The Rights Issue is conditional upon the obligations of the Underwriter under the Underwriting Agreement becoming unconditional and that the Underwriting Agreement not being terminated in accordance with its terms. Please refer to the section headed "Conditions of the Underwriting Agreement" in this announcement for further details.

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

Assuming that there is no change in the number of issued Shares on or before the record Date and all Rights Shares to be issued under the Rights Issue have been taken up in full, the gross proceeds from the Rights Issue will be approximately HK\$325.9 million (equivalent to approximately US\$41.8 million). The net proceeds from the Rights Issue (after deduction of estimated professional fees and other related expenses of approximately HK\$2.3 million (equivalent to approximately US\$0.3 million)) are estimated to be approximately HK\$323.6 million (equivalent to approximately US\$41.5 million) (assuming no changes in the number of Shares in issue on or before the Record Date). The net price per Rights Share (after deducting the cost and expenses of the Rights Issue) is estimated to be approximately HK\$0.506.

As at 30 June 2025, the Group's unaudited cash, deposits and bank balances amounted to US\$29.9 million, while its current liabilities stood at US\$53.3 million. The borrowings totalled US\$28.1 million, of which US\$14.4 million and US\$13.7 million will fall due on 20 December 2025 (the "**2025 Repayment**") and in 2026 (the "**2026 Repayment**") respectively. The Group's weighted average interest rate in the first half of 2025 was 8.33%.

As disclosed in the Company's 2025 interim report, the Group recorded an underlying loss of US\$3.0 million for the first half of the year despite a significant 26.9% year-on-year increase in sales volume. While IRC continues to maintain strong production and sales volumes into the second half of 2025, its financial performance is being challenged by adverse market conditions:

- Declining iron ore prices: the Group's revenue is almost entirely derived from iron ore sales, making it highly sensitive to price fluctuations. Although the current Platts 65% iron ore index price of approximately US\$118 per tonne is higher than the average iron ore index price of US\$112.5 for the first half of 2025, it remains approximately 4% and 11% lower than the full-year averages for 2024 and 2023, respectively. This sustained softening has had a decisive impact on financial results; and
- Currency appreciation pressure: with the majority of its costs denominated in Russian Roubles, the Group's operating expenses are heavily influenced by the currency's strength. The Rouble has appreciated approximately 7.4% against the US Dollar since the first half of 2025, increasing inflationary pressure on costs and eroding operating margins.

Considering the current market conditions, the Group's reducing cash reserves, and the high financial costs it incurs, the Directors believe that the Rights Issue could serve as a viable solution to secure sufficient funds for repaying the Group's borrowings and payables, which will not only allow the Group to meet the financial obligations when they fall due but will also improve the Group's financial position and enhance its profitability by reducing the burden of interest expenses.

Based on the above, the Company intends to apply the net proceeds from the Rights Issue, assuming that the Rights Shares are subscribed in full, of approximately HK\$323.6 million (approximately US\$41.5 million) in the following manner:

- (i) as to approximately HK\$219.2 million (approximately US\$28.1 million), representing 68% of the net proceeds for the full repayment of the principal of the borrowings due to MIC. Of this amount, HK\$112.3 million (approximately US\$14.4 million) will be allocated to repay the 2025 Repayment in December 2025; and the remaining HK\$106.9 million (approximately US\$13.7 million) will be used to repay the 2026 Repayment. Such proceeds are expected to be fully utilised by December 2026;
- (ii) as to approximately HK\$71.7 million (approximately US\$9.2 million), representing 22% of the net proceeds to fund the mining operation of K&S, a magnetite development project in the Company's portfolio consisting of the Kimkan deposit and the Sutara deposit. Such proceeds are expected to be fully utilised within 12 months from the completion of the Rights Issue; and
- (iii) as to approximately HK\$32.7 million (approximately US\$4.2 million), representing 10% of the net proceeds, for the replenishment of general working capital. Such proceeds are expected to be fully utilised within 12 months from the completion of the Rights Issue.

In the event that the Rights Issue is not subscribed in full, the net proceeds will first be applied to fully repay the principal of the borrowings due to MIC as mentioned in (i) above. After the full repayment of the 2025 Repayment and the 2026 Repayment, up to HK\$32.7 million (approximately US\$4.2 million) will first be applied for the replenishment of general working capital, and the remaining balance of the net proceeds (if any) will be used to fund the mining operation of K&S.

The Board has considered other fund-raising alternatives before resolving to the proposed Rights Issue, including but not limited to debt financing such as bank borrowings, equity financing such as placing, subscription of new Shares or open offer. In respect of debt financing, taking into account the Group's background with its principal place of business in Russia, dealings with banks and financial institution has been increasingly challenging and time consuming given the geopolitical tension. In respect of equity financing such as placing and subscription of new Shares, taking into account that (i) it is relatively smaller in scale as compared to fund that can be raised through rights issue; and (ii) it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company, it was not considered by the Board to be the most suitable fund-raising methods for the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders opportunity to participate, unlike a rights issue, it does not allow free trading of rights entitlements in the open market which would allow Shareholders to have more flexibility in dealing with the Shares and the nil-paid rights attaching thereto.

Having considered the aforesaid factors, the Directors are of the view that the proposed Rights Issue will enable the Group to improve its liquidity position to support its business operations and development, without incurring additional debt financing costs and efforts in dealing with banks. Furthermore, the Rights Issue will offer Qualifying Shareholders equal opportunities to subscribe for their respective provisional entitlement to the Rights Shares and therefore avoiding dilution of their interests in the Company. The Directors are therefore of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

However, it should be noted that Qualifying Shareholders who do not take up their provisional entitlement to the Rights Shares, and Non-Qualifying Shareholder(s), if any, will have their shareholdings in the Company diluted.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

During the past 12 months immediately preceding the date of this announcement, the Company had on 22 October 2024 announced, and on 13 December 2024 completed the 2024 Rights Issue. During the 2024 Rights Issue, net proceeds in the amount of approximately US\$46.3 million had been raised. Set out below is (i) the utilised net proceeds up to the date of this announcement in accordance with their initial intended use; (ii) the net proceeds remaining unutilised as at the date of this announcement; and (iii) the expected usage and timeline of the remaining net proceeds:

	Utilised net proceeds up to 30 September 2025 <i>(US\$ million)</i>	Unutilised net proceeds as at 30 September 2025 <i>(US\$ million)</i>	Expected usage and timeline
(i) repayment of the principal and interest of the borrowings of the Group	20.0	4.1	Fully utilised as intended by December 2025
(ii) funding of K&S	17.6	–	Fully utilised
(iii) replenishment of general working capital arising from the normal operation of the Group	4.6	–	Fully utilised

Save for the 2024 Rights Issue, the Company did not conduct any other fund-raising activities during the past 12 months immediately preceding the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 1,277,948,588 Shares in issue. On the assumption that there is no change in the shareholding structure of the Company from the date of this announcement to the completion of the Rights Issue other than the allotment and issue of Rights Shares pursuant to the Rights Issue, the table below depicts, for illustrative purposes only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Rights Issue assuming (a) full acceptance of the Rights Shares by all Qualifying Shareholders; (b) nil acceptance of the Rights Shares by the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking) and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are placed to the independent placees under the Compensatory Arrangements; and (c) assuming nil acceptance of the Rights Shares by the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking) and none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are placed under the Compensatory Arrangements and, to the extent underwritten by the Underwriter under the Underwriting Agreement, are taken up by the Underwriter:

	As at the date of this announcement		Immediately upon completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders)		Immediately upon completion of the Rights Issue (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking) and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are placed to the Placees under the Compensatory Arrangements		Immediately upon completion of the Rights Issue (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking), none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are placed under the Compensatory Arrangements and, to the extent underwritten by the Underwriter under the Underwriting Agreement, are taken up by the Underwriter	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Axioma Capital (the Underwriter) (Note 1)	830,101,285	64.96	1,245,151,927	64.96	1,245,151,927	64.96	1,343,541,909	75.00 (Note 2)
Independent Placees	–	–	–	–	223,923,652	11.68	–	–
Public Shareholders	447,847,303	35.04	671,770,955	35.04	447,847,303	23.36	447,847,303	25.00
Total	1,277,948,588	100.00	1,916,922,882	100.00	1,916,922,882	100.00	1,791,389,212	100.00

Notes:

- (1) As at the date of this announcement, Axioma Capital is wholly, ultimately and beneficially owned by Mr. Levitskii. As such, Mr. Levitskii is deemed or taken to be interested in the Shares held by Axioma Capital by virtue of the SFO.
- (2) Axioma Capital has provided, under the Undertaking Agreement, an Irrevocable Undertaking to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements (rounded down to the nearest whole number), which together with the Shares already held by Axioma Capital, other non-public shareholder(s) (if any) and the Undertaken Shares, will be up to and not exceeding 75% (or any given percentage as allowed under the Listing Rules to be held by non-public Shareholders) of the total enlarged number of issued Shares at completion of the Rights Issue.

INFORMATION OF THE GROUP

The Group is principally engaged in the mining business and the production and development of industrial commodities product including iron ore concentrate.

EXPECTED TIMETABLE

The expected timetable for the Rights Issue is set out below:

Events	Hong Kong Time and Date
Expected date of despatch of the Circular together with the notice of and proxy form for EGM.	Tuesday, 25 November 2025
Latest time for lodging transfer of the Shares to qualify for attendance and voting at the EGM	4:00 p.m. on Tuesday, 9 December 2025
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both days inclusive)	Wednesday, 10 December 2025 to Tuesday, 16 December 2025
Latest time for lodging proxy forms for the EGM	2:30 p.m. on Sunday, 14 December 2025
Record date for attendance and voting at the EGM	Tuesday, 16 December 2025
Expected date and time of the EGM	2:30 p.m. on Tuesday, 16 December 2025
Announcement of the poll results of the EGM.	Tuesday, 16 December 2025
Register of members of the Company re-opens	Wednesday, 17 December 2025

Events	Hong Kong Time and Date
Last day of dealings in Shares on a cum-rights basis relating to the Rights Issue	Wednesday, 17 December 2025
First day of dealings in Shares on an ex-rights basis relating to the Rights Issue	Thursday, 18 December 2025
Latest time for lodging transfers of Shares in order to qualify for the Rights Issue	4:00 p.m. on Friday, 19 December 2025
Closure of register of members for determining entitlements under the Rights Issue (both days inclusive)	Monday, 22 December 2025 to Tuesday, 30 December 2025
Record Date for the Rights Issue	Tuesday, 30 December 2025
Register of members of the Company re-opens	Wednesday, 31 December 2025
Despatch of the Prospectus Documents	Wednesday, 31 December 2025
First day of dealings in nil-paid Rights Shares	Monday, 5 January 2026
Latest time for splitting of PALs	4:00 p.m. on Wednesday, 7 January 2026
Last day of dealings in nil-paid Rights Shares	Monday, 12 January 2026
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the Compensatory Arrangements	4:00 p.m. on Thursday, 15 January 2026
Latest Time for Acceptance.	4:00 p.m. on Thursday, 15 January 2026
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements	Thursday, 22 January 2026
Commencement of placing of Unsubscribed Rights Shares by the Placing Agent	Friday, 23 January 2026
Latest time of placing of the Unsubscribed Rights Shares by the Placing Agent	4:00 p.m. on Monday, 2 February 2026

Events**Hong Kong Time and Date**

Latest time for terminating the Underwriting Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Monday, 2 February 2026
Announcement of the results of the Rights Issue	Thursday, 5 February 2026
Despatch of share certificates for fully-paid Rights Shares and completion of Placing to take place	Friday, 6 February 2026
Refund cheques, if any, to be despatched	Friday, 6 February 2026
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Monday, 9 February 2026
Payment of Net Gain to relevant Non-Action Shareholders and Non-Qualifying Shareholders and net proceeds from sale of nil-paid Rights Shares to the relevant Non-Qualifying Shareholders (if any)	Friday, 13 February 2026

All time and dates specified above in the expected timetable or in other parts of this announcement refer to Hong Kong local times and dates and are indicative only and may be extended or varied by the Company. If there is any change to the above expected timetable, announcement(s) will be made by the Company as and when appropriate.

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, or 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 rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the section headed “Expected Timetable” above in this announcement may be affected. The Company will notify the Shareholders by way of announcement of any change to the timetable as soon as practicable.

LISTING RULES IMPLICATIONS

As the Rights Issue, if proceeded with, will, in aggregated with the 2024 Rights Issue, increase the number of issued shares of the Company by more than 50%, in accordance with Rule 7.19A(1) of the Listing Rules, the Rights Issue is subject to approval of the Independent Shareholders at the EGM by a resolution on which any controlling Shareholders and their respective associates shall abstain from voting in favour of the Rights Issue under Rule 7.27A(1) of the Listing Rules. As at the date of this announcement, Axioma Capital holds 830,101,285 Shares (representing approximately 64.96% of all issued Shares) and is a controlling Shareholder of the Company. As such, Axioma Capital shall abstain from voting in favour of the resolutions to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder at the EGM.

As Axioma Capital, the Underwriter, is a controlling Shareholder, it is a connected person of the Company under Chapter 14A of the Listing Rules and the Underwriting Agreement and the transactions contemplated thereunder constitute connected transactions for the Company under the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules. The Underwriter shall abstain from voting in relation to the resolution(s) in relation to the Underwriting Agreement at the EGM.

Mr. Levitskii, the non-executive Director and chairman of the Board is the sole beneficial owner of the Underwriter, and as such he has abstained from voting at the meeting of the Board convened to consider the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

EGM

The register of members of the Company will be closed from Wednesday, 10 December 2025 to Tuesday, 16 December 2025 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. The EGM will be convened and held for the purpose of considering and, if thought fit, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. Save for Axioma Capital and Mr. Levitskii, there is no other Shareholder who shall abstain from voting on the resolution(s) to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder at the EGM.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Dmitry Vsevolodovich Dobryak, Ms. Natalia Klimentievna Ozhegina, Mr. Vitaly Georgievich Sheremet and Mr. Alexey Mihailovich Romanenko, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder respectively, and as to the voting action therefor.

In this connection, Amasse Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder.

GENERAL

A Circular containing, among other things, (i) further details of the Rights Issue, the Placing Agreement and the Underwriting Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement and the Underwriting Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders with regard to the aforesaid; (iv) other information required under the Listing Rules; and (v) a notice convening the EGM, will be despatched to the Shareholders. Having taken into account the estimated time required for the Company to compile the information required for the Circular, the Company plans to despatch the Circular on or before Tuesday, 25 November 2025, which is more than 15 business days from the date of this announcement.

Upon the approvals of the Independent Shareholders of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder having been obtained at the EGM, the Prospectus Documents or the Prospectus, whichever is appropriate, will be despatched to the Qualifying Shareholders and, for information only, the Non-Qualifying Shareholders in due course. For the avoidance of doubt, the Non-Qualifying Shareholders are entitled to attend and vote at the EGM.

WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof, and 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 “Conditions of the Rights Issue” in this announcement for further details. Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders 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 dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the meanings respectively ascribed below:

“2024 Rights Issue”	the rights issue of the Company on the basis of one (1) rights share for every two (2) existing Shares held on the record date on a non-underwritten basis conducted by the Company and the completion of which took place on 13 December 2024
“AFRC”	the Accounting and Financial Reporting Council in Hong Kong
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Axioma Capital” or the “Underwriter”	Axioma Capital FZE LLC, a company incorporated in United Arab Emirates with limited liability, a controlling Shareholder and wholly, ultimately and beneficially owned by Mr. Levitskii
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted or the Extreme Conditions is announced in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular to be despatched by the Company to the Shareholders relating to, among other things, the Rights Issue, the Placing Agreement and the Underwriting Agreement
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	IRC Limited (鐵江現貨有限公司), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1029)

“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder
“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in effect
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all independent non-executive Directors, namely Mr. Dmitry Vsevolodovich Dobryak, Ms. Natalia Klimentievna Ozhegina, Mr. Vitaly Georgievich Sheremet and Mr. Alexey Mihailovich Romanenko, which has been established in accordance with the Listing Rules to give recommendation to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder respectively, and as to the voting action therefor

“Independent Financial Adviser”	Amasse Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company, for the purpose of advising the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue, the Placing Agreement and the Underwriting Agreement, and as to the voting action therefor
“Independent Shareholders”	the Shareholders other than (i) Axioma Capital, Mr. Levitskii and parties acting in concert with any of them; and (ii) all other Shareholders who are involved in or interested in (other than by being Shareholder) or have a material interest in the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder
“Independent Third Parties”	third party(ies) independent of and not connected with the Company and any of its connected persons
“Irrevocable Undertaking”	the irrevocable undertaking provided by Axioma Capital under the Underwriting Agreement as set out in the section headed “The Irrevocable Undertaking” in this announcement
“Last Trading Day”	Friday, 24 October 2025, being the date of this announcement and the last full trading day of the Shares on the Stock Exchange immediately preceding the publication of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 15 January 2026 (or such other time and date as the Company may determine), being the latest time and date for acceptance of and payment for the Rights Shares
“Latest Time for Termination”	4:00 p.m. on Monday, 2 February 2026, or such other time or date as may be agreed between the Company and the Underwriter in writing, being the latest time to terminate the Underwriting Agreement
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. Levitskii”	Mr. Nikolai Valentinovich Levitskii, a non-executive Director, the chairman of the Board, a controlling Shareholder, and the 100% beneficial owner of Axioma Capital

“Net Gain”	any premium over, the aggregate amount of (i) the Subscription Price for Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), under the Compensatory Arrangements
“No Action Shareholders”	those Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) in respect of whom the Board, after making reasonable enquiries with the legal advisers in the relevant jurisdictions, considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions or prohibitions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory body or stock exchange in such jurisdictions
“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) for the Rights Shares to be issued to the Qualifying Shareholders in respect of their provisional entitlements under the Rights Issue
“Placing” or “Compensatory Arrangements”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best efforts basis by the Placing Agent, who and whose ultimate beneficial owners shall be Independent Third Party(ies), to the independent placee(s) after the Latest Time of Acceptance on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	First Shanghai Securities Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, appointed by the Company as the placing agent pursuant to the Placing Agreement

“Placing Agreement”	the placing agreement dated 24 October 2025 and entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Prospectus”	the prospectus (including any supplementary prospectus, if any) to be despatched to the Qualifying Shareholders (and the Non-Qualifying Shareholder(s) for information only) in connection with the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL
“Prospectus Posting Date”	Wednesday, 31 December 2025, or such other date as the Company may determine, for the despatch of the Prospectus Documents
“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Tuesday, 30 December 2025, or such other date as the Company may determine, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
“Registrar”	Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, being the Company’s share registrar and transfer office
“Rights Issue”	the proposed issue by way of rights of the Rights Shares to the Qualifying Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price
“Rights Share(s)”	up to 638,974,294 new Shares proposed to be offered to the Qualifying Shareholders for subscription by way of the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company with no nominal value

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.51 per Rights Share under the Rights Issue
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“Undertaken Shares”	415,050,642 Rights Shares, being the maximum number of Rights Shares for which Axioma Capital has undertaken to subscribe pursuant to the Irrevocable Undertaking
“Underwriting Agreement”	the underwriting agreement dated 24 October 2025 entered into between the Company and the Underwriter in relation to the Rights Issue
“Underwritten Shares”	the Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Unsubscribed Rights Shares”	those Rights Shares that are not subscribed by the Qualifying Shareholders
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

By Order of the Board
IRC Limited
Denis Cherednichenko
Chief Executive Officer

Hong Kong, People’s Republic of China
Friday, 24 October 2025

As at the date of this announcement, the executive Director is Mr. Denis Cherednichenko. The Chairman and non-executive Director is Mr. Nikolai Levitskii. The independent non-executive Directors are Mr. Dmitry Dobryak, Ms. Natalia Ozhegina, Mr. Alexey Romanenko and Mr. Vitaly Sheremet.

For the purpose of this announcement, unless otherwise specified, the conversion of US\$ into HK\$ is based on the approximate exchange rate from US\$1.00 to HK\$7.78. The exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.

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