

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in IRC Limited, you should at once hand the Prospectus Documents to the purchaser(s) or transferee(s) or to the bank, or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). The Prospectus Documents should not, however, be distributed, forwarded or transmitted to, into or from any jurisdiction where to do so might constitute a violation of the relevant local securities laws or regulations.

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “12. Documents Registered by the Registrar of Companies” in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 38D of the Companies (WUMP) Ordinance. 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.

The securities described in this Prospectus have not been registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or the laws of any state in the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state laws. There is no intention to register any portion of the Rights Shares or any securities described in this Prospectus in the United States or to conduct a public offering of securities in the United States.

Subject to the granting of 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 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 the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong and the distribution of this Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Prospectus (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. This Prospectus is not for release, publication or distribution, directly or indirectly, in or into the United States. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which IRC Limited will not accept any liability.

This Prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their 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 the Prospectus Documents.



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

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Prospectus.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 5 December 2024. The procedures for acceptance, payment and transfer of Rights Shares are set out on pages 14 to 17 of this Prospectus.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Pursuant to the articles of association of the Company, the Companies (WUMP) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue and there is no minimum amount to be raised. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced.

The Rights Issue is subject to fulfillment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 9 December 2024). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

The Shares have been dealt on ex-right basis from Tuesday, 12 November 2024. Dealings in the Rights Shares in nil-paid form will take place from Monday, 25 November 2024 to Monday, 2 December 2024 (both days inclusive). Any Shareholder or other person dealing in Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or nil-paid Rights Shares are recommended to consult their professional advisers.

21 November 2024

NOTICES

The Rights Issue will proceed on a non-underwritten basis. There is no minimum subscription level and no minimum amount is required to be raised under the Rights Issue. Pursuant to the Company's constitutional document, the Companies (WUMP) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to fulfilment of the conditions of the Rights Issue as set out in the section headed "Letter from the Board – Conditions of the Rights Issue" in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 9 December 2024). If the conditions of the Rights Issue are not fulfilled or (where applicable) waived on or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

ANY SHAREHOLDER OR OTHER PERSON CONTEMPLATING TRANSFERRING, SELLING OR PURCHASING SHARES AND/OR RIGHTS SHARES IN THEIR NIL-PAID FORM IS ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES AND/OR NIL-PAID RIGHTS SHARES. 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 SHAREHOLDER OR OTHER PERSON DEALING IN THE SHARES AND/OR IN THE NIL-PAID RIGHTS SHARES UP TO THE DATE ON WHICH THE RIGHTS ISSUE BECOME UNCONDITIONAL SHOULD BE AWARE OF THE RISK THAT THE RIGHTS ISSUE MAY NOT PROCEED AND ARE ADVISED TO EXERCISE CAUTION.

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING EXTENDED TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING EXTENDED TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF THE RIGHTS SHARES IN NIL-PAID AND/OR FULLY-PAID FORMS INTO SUCH JURISDICTIONS COULD LAWFULLY BE EXTENDED WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS EXTENDED IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of the Prospectus Documents will be registered or filed under the securities laws of any jurisdiction other than Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus, the PAL(s) and EAF(s) will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company). Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions outside Hong Kong, or exemption from the registration or qualification requirement under applicable rules of such jurisdictions.

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Each person acquiring the Rights Shares in nil-paid and/or fully-paid forms under the Rights Issue will be required to confirm, or be deemed by his or her or its acquisition of the Rights Shares in nil-paid and/or fully-paid forms to confirm, that he or she or it is aware of the restrictions on offers and sales of the Rights Shares in nil-paid and/or fully-paid forms described in this Prospectus.

FORWARD-LOOKING STATEMENTS

All statements in this Prospectus other than statements of historical fact are forward-looking statements. In some cases, forward-looking statements may be identified by the use of words such as “might”, “may”, “could”, “would”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “plan”, “seek”, “continue”, “illustration”, “projection” or similar expressions and the negative thereof. Forward-looking statements in this Prospectus include, without limitation, statements in respect of the Group’s business strategies, financial prospects, performance, liquidity and capital resources, as well as statements regarding trends in the relevant industries and markets in which the Group operates, financial and economic developments, legal and regulatory changes and their interpretation and enforcement.

The forward-looking statements in this Prospectus are based on the present expectations of the management of the Company about future events. The present expectations of the management of the Company reflect numerous assumptions regarding the Group’s strategy, operations, industry, developments in the credit and other financial markets and trading environment. By their nature, they are subject to known and unknown risks and uncertainties, which could cause actual results and future events to differ materially from those implied or expressed by forward-looking statements. Should one or more of these risks or uncertainties materialise, or should any assumptions underlying forward-looking statements prove to be incorrect, the Group’s actual results could differ materially from those expressed or implied by forward-looking statements.

Additional risks not known to the Group or that the Group does not currently consider material could also cause the events and trends discussed in this Prospectus not to occur, and the estimates, illustrations and projections of financial performance not to be realised.

Prospective investors are cautioned that forward-looking statements speak only as at the date of publication of this Prospectus. Except as required by applicable law, the Group does not undertake, and expressly disclaims, any duty to revise any forward-looking statement in this Prospectus, be it as a result of new information, future events or otherwise.

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EXPECTED TIMETABLE

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

Events	Hong Kong Time and Date 2024
First day of dealings in nil-paid Rights Shares	Monday, 25 November
Latest time for splitting of PALs	4:00 p.m. on Wednesday, 27 November
Last day of dealings in nil-paid Rights Shares	Monday, 2 December
Latest Time for Acceptance of and payment for Rights Shares and application and payment for Excess Rights Shares	4:00 p.m. on Thursday, 5 December
Latest time for the Rights Issue to become unconditional.	4:00 p.m. on Monday, 9 December
Announcement of the results of the Rights Issue	Thursday, 12 December
Despatch of refund cheques for wholly or partially unsuccessful excess applications, if any	Friday, 13 December
Despatch of share certificates for fully-paid Rights Shares.	Friday, 13 December
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Monday, 16 December

All times as stated above refer to Hong Kong local times. Dates specified above are indicative only and may be extended or varied by the Company. If there is any change to such indicative timings, announcement(s) will be made by the Company as and when appropriate.

EXPECTED TIMETABLE

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 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. in Hong Kong.

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

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“AFRC”	the Accounting and Financial Reporting Council in Hong Kong
“Announcement”	the announcement of the Company dated 22 October 2024 regarding the Rights Issue
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Axioma Capital”	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
“Beneficial Owner(s)”	beneficial owner(s) whose Shares are registered in the name of a Registered Shareholder
“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
“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)
“controlled corporation(s)”	has the same meaning as ascribed under the SFO

DEFINITIONS

“controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“EAF(s)”	the excess application form(s) to be issued to the Qualifying Shareholders to apply for Rights Share in excess of their provisional entitlements under the Rights Issue
“Excess Rights Share(s)”	has the meaning as defined in the section headed “Letter from the Board – Application for Excess Rights Shares” in this prospectus
“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
“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
“Intermediary”	in relation to a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means a Beneficial Owner’s broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the Beneficial Owner’s Shares with a CCASS participant

DEFINITIONS

“Irrevocable Undertaking”	the irrevocable undertaking executed by Mr. Levitskii and Axioma Capital, pursuant to which Mr. Levitskii and Axioma Capital irrevocably undertook to the Company, among others, that the assured entitlements to the Rights Shares of Axioma Capital will be taken up in full
“Last Trading Day”	Tuesday, 22 October 2024, being the date of the Announcement and the last full trading day of the Shares on the Stock Exchange immediately preceding the publication of the Announcement
“Latest Practicable Date”	Thursday, 14 November 2024, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 5 December 2024 (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 and application for and payment for Excess Rights Shares
“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
“Macau”	Macau Special Administrative Region of the People’s Republic of China
“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

DEFINITIONS

“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
“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, an actionable corporate communication (as defined in the Listing Rules) to be despatched individually and in printed form to the Qualifying Shareholders
“Prospectus”	this prospectus as issued by the Company in connection with the Rights Issue
“Prospectus Documents”	the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Thursday, 21 November 2024, 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”	Wednesday, 20 November 2024, 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

DEFINITIONS

“Registered Shareholder”	in respect of a Beneficial Owner, means a nominee, trustee, depository or any other authorised custodian or third party which is the registered holder in the register of members of the Company of Shares in which the Beneficial Owner is beneficially interested
“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 4,259,828,628 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), as amended, supplemented or otherwise modified from time to time
“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\$0.085 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
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“United States” or “US”	the United States of America (including its territories and dependencies, any state in the US and the District of Columbia)

DEFINITIONS

“USD”	United States dollars, the lawful currency of the United States
“2024 Interim Report”	the interim report of the Company for the six months ended 30 June 2024
“%”	per cent.

LETTER FROM THE BOARD



IRC Limited 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1029)

(Website: www.ircgroup.com.hk)

Board of Directors:

Executive Director

Mr. Denis Vitalievich Cherednichenko

Non-executive Director

Mr. Nikolai Valentinovich Levitskii, Chairman of the Board

Independent Non-executive Directors

Mr. Dmitry Vsevolodovich Dobryak

Ms. Natalia Klimentievna Ozhegina

Mr. Alexey Mihailovich Romanenko

Mr. Vitaly Georgievich Sheremet

Company Secretary:

Mr. Johnny Shiu Cheong Yuen

Registered Office:

*6H, 9 Queen's Road Central
Central, Hong Kong*

21 November 2024

To the Qualifying Shareholders,

Dear Sir or Madam,

**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**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Rights Issue.

The purpose of this Prospectus is to provide you with (i) further information on the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you; and (ii) certain financial and general information of the Group.

LETTER FROM THE BOARD

THE RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$362,085,433 before expenses by way of the issue to the Qualifying Shareholders of a maximum of 4,259,828,628 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.085 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. 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 on the Record Date
Subscription Price	:	HK\$0.085 per Rights Share
Number of Shares in issue on the Record Date	:	8,519,657,257 Shares As at the Record Date, 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)	:	4,259,828,628 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)	:	12,779,485,885 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)
Maximum amount to be raised before expenses (assuming the Rights Issue is fully subscribed)	:	No more than approximately HK\$362.1 million
Net proceeds of the Rights Issue	:	No more than approximately HK\$360.9 million
Right of excess applications	:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotments

LETTER FROM THE BOARD

As at the Latest Practicable Date, 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 4,259,828,628 Rights Shares proposed to be provisionally allotted and issued pursuant to the Rights Issue represents approximately 50% of the issued share capital of the Company as at the Latest Practicable Date and will represent approximately 33.33% 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\$0.085 per Rights Share is payable in full upon the acceptance of the relevant provisional allotment of Rights Shares or, where applicable, upon an application of Excess Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 4.5% to the closing price of HK\$0.089 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 15.0% to the closing price of HK\$0.10 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 17.2% 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\$0.1026 per Share;
- (iv) a discount of approximately 20.4% 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\$0.1068 per Share;
- (v) a discount of approximately 10.5% to the theoretical ex-rights price of approximately HK\$0.095 per Share based on the closing price of HK\$0.10 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a discount of approximately 67.31% to the latest published unaudited consolidated net asset value per Share as at 30 June 2024 of approximately HK\$0.254 (based on the net asset value attributable to the owners of the Company as at 30 June 2024 of approximately USD277.7 million as disclosed in the 2024 Interim Report and 8,519,657,257 Shares in issue as at the Latest Practicable Date); and

LETTER FROM THE BOARD

- (vii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 6.04%, represented by a discount of the theoretical diluted price of approximately HK\$0.098 per Share to the benchmarked price of approximately HK\$0.1038 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\$0.10 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days preceding the Last Trading Day of approximately HK\$0.1038 per Share).

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 paragraphs headed “Reasons for the Rights Issue and the Use of Proceeds” below in this section.

While the Subscription Price represents a discount of approximately 67.3% to the net asset value of the Company per Share as at 30 June 2024, the Company noted that the Shares were traded at a deep discount to the net asset value per share of the Company ranging between 46.9% and 65.0% since the second half of 2024 and up to the Last Trading Day, and such recent trading prices of the Shares reflected the market sentiment. Accordingly, the Company is of the view that the net asset value per Share may not be a meaningful reference to determine the Subscription Price.

The Directors (including the independent non-executive Directors) 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.

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, 5 December 2024.

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.

LETTER FROM THE BOARD

The 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 on the Record Date.

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.

For Beneficial Owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or “split” their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. For further details in respect of the procedures for acceptance, transfer and/or “splitting” of the rights to subscribe for the provisionally allotted Rights Shares, please refer to the paragraphs headed “Procedures for acceptance, payment and transfer” in this section.

Rights of Overseas Shareholder(s) and the Non-Qualifying Shareholder(s) (if any)

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 the Non-Qualifying Shareholders will not be entitled to apply for Rights Shares.

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. As at the Latest Practicable Date, there was 1 Overseas Shareholder holding 250,000 Shares with registered address situated in Macau.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Directors have made enquiries regarding the feasibility of extending the Rights Issue to such Overseas Shareholder. Based on Macau legal advice as at the Latest Practicable Date, the Board is of the view that local legal restrictions and requirements of the relevant regulatory body or stock exchange do not make it necessary or expedient to exclude the Overseas

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Shareholders with registered addresses in Macau, and the Rights Issue is being offered to the Overseas Shareholder in Macau.

Since the register of members is closed on the Latest Practicable Date, from Thursday, 14 November 2024 to Wednesday, 20 November 2024 (both dates inclusive), there will not be any other Overseas Shareholders as at the Record Date. Accordingly, there will be no Non-Qualifying Shareholder for the purpose of the Rights Issue.

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 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 in the paragraphs headed “Application for Excess Rights Shares” below in this section.

Odd lot arrangement

No odd lot matching services will be provided.

Procedures for acceptance, payment and transfer

General

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

No actions have been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no persons receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply or subscribe for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong wishing to make on their behalf an application for the Rights Shares to satisfy themselves as to the observance of the laws and regulations of all relevant jurisdiction, including the obtaining of any governmental or other consents and observing other formalities, and to pay any taxes and duties and other amounts required to be paid in such jurisdiction in connection therewith. Completion and return of the PAL by anyone outside Hong Kong will constitute a warranty and representation by such person to the Company that all registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

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The Company reserves the right to refuse to accept any application or subscription for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. If you are in any doubt as to your position, you should consult a professional adviser.

Action to be taken by Qualifying Shareholders

Subscription for all Rights Shares provisionally allotted

The PAL, as an actionable corporate communication and a temporary document of title, will be despatched in printed form to the Qualifying Shareholder(s) and entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholder(s) wish(es) to take up his/her/its right to subscribe for any or all the Rights Shares provisionally allotted to him/her/its as specified in the PAL, he/she/they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, 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 Thursday, 5 December 2024. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's 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 unless the PAL, together with the appropriate remittance, has been lodged with the Registrar by the Latest Time for Acceptance, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled, and such Rights Shares will be made available for application under the EAFs by the Qualifying Shareholders. The Company is not obliged but may, at its absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The PAL contains further information regarding the procedures to be followed for acceptance of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders accompanying the completed PALs will be presented for payment immediately following receipt and any interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of a PAL together with a cheque or cashier's order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Rights Issue are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be refunded to the Qualifying Shareholders (or

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such other persons to whom the nil-paid Rights Shares have been validly transferred) without interest, by means of cheques to be despatched by ordinary post to their registered addresses, and in the case of joint applicants to the registered address of the first-mentioned person who appears on the register of members or the transfer form, at their own risk.

Transfer and “splitting” of nil-paid Rights Shares

The nil-paid Rights Shares can be traded on the Stock Exchange. A Qualifying Shareholder can accept all of his/her/its provisional allotment of Rights Shares or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and sell the remaining part on the Stock Exchange.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer all or part of his/her/its rights to more than one person, the original PAL must be surrendered and lodged for cancellation no later than 4:00 p.m. on Wednesday, 27 November 2024 with the Registrar 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 PALs in the denominations required which will be available for collection at the Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL. This process is commonly known as “splitting” the nil-paid Rights Shares.

Having “split” the nil-paid Rights Shares, a Qualifying Shareholder who wishes to accept the provisional allotment of Rights Shares represented by a new PAL should do so in accordance with the instructions given above in relation to the subscription for all the Rights Shares provisionally allotted.

If a Qualifying Shareholder wishes to transfer all of his/her/its nil-paid Rights Shares under a PAL (or a split PAL, as the case may be) to another person, he/she/it should complete and sign the “Form of Transfer and Nomination” (Form B) in the PAL and hand the PAL to the person to or through whom he/she/it is transferring his/her/its nil-paid Rights Shares. The transferee must then complete and sign the “Registration Application Form” (Form C) in the PAL and lodge the PAL intact, together with a remittance for the full amount payable on acceptance with the Registrar by no later than the Latest Time for Acceptance.

The PAL contains further information regarding the procedures to be followed for transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

Action to be taken by Beneficial Owners whose Shares are held by a Registered Shareholder (other than Shares deposited in CCASS)

If you are a Beneficial Owner whose Shares are registered in the name of a Registered Shareholder and you wish to subscribe for the Rights Shares provisionally allotted to such Registered Shareholder, or sell the respective nil-paid Rights Shares or

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“split” those nil-paid Rights Shares and accept part of the provisional allotment and sell the remaining part, you should contact the Registered Shareholder and provide the Registered Shareholder with instructions or make arrangements with the Registered Shareholder in relation to the acceptance, transfer and/or “splitting” of the nil-paid Rights Shares.

Such instructions and/or arrangements should be given or made in advance and before the relevant dates stated in the section headed “Expected Timetable” in this Prospectus in order to provide the Registered Shareholder with sufficient time to ensure that your instructions are given effect.

Action to be taken by Beneficial Owners holding interests in Shares through CCASS

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to HKSCC Nominees Limited, or sell the respective nil-paid Rights Shares or “split” those nil-paid Rights Shares and accept part of the provisional allotment and sell the remaining part, you should (unless you are a CCASS participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to the acceptance, transfer and/or “splitting” of the nil-paid Rights Shares.

Such instructions and/or arrangements should be given or made in advance and before the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of your Intermediary in order to provide your Intermediary with sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or “splitting” by CCASS participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other requirements of CCASS.

Beneficial Owners who are CCASS participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such Beneficial Owners’ interests in nil-paid Rights Shares should be dealt with.

Application for Excess Rights Shares

The Company shall make the Excess Rights Shares available for subscription by the Qualifying Shareholders by means of EAF, and the Excess Rights Shares represent:

- (i) any Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance;
- (ii) any Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders; and
- (iii) any Rights Shares created from the aggregation of fractions of Rights Shares not provisionally allotted to the Qualifying Shareholders.

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((i) to (iii) are collectively referred to as “**Excess Rights Shares**”)

Basis of allocation of Excess Rights Shares

The Company will allocate the Excess Rights Shares at its discretion on a fair and equitable basis as far as practicable on the following principles:

- (i) any Excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro-rata basis by reference to the number of the Excess Rights Shares applied for;
- (ii) reference will only be made to the number of Excess Rights Shares being applied for but no reference will be made to the Rights Shares comprised in applications by the PALs or the existing number of Shares held by the Qualifying Shareholders;
- (iii) if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of Excess Rights Shares applied for through the EAFs, the Company will allocate to each Qualifying Shareholder who applies for Excess Rights Shares in full in accordance with the number of Excess Rights Shares applied for; and
- (iv) no preferences will be given to applications for topping up odd-lots to whole board lots.

Pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for Excess Rights Shares made by any controlling Shareholders or its associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for Excess Rights Shares to the extent that the total number of Excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

Shareholders whose Shares are held by a nominee company (or which are deposited in CCASS) should note that the Board will regard such nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the Excess Rights Shares will not be extended to beneficial owners individually save and except for the beneficial owner(s) which the Company may permit in its absolute discretion. Beneficial owners whose Shares are held by a nominee company (or which are deposited in CCASS) are advised to consider whether they would like to arrange for the registration of their Shares in their own names prior to the Record Date.

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Action to be taken by Qualifying Shareholders who wish to apply for Excess Rights Shares

Application for Excess Rights Shares can be made only by Qualifying Shareholders duly completing the EAFs (in accordance with the instructions printed thereon) and lodging the same with a separate remittance for the Excess Rights Shares being applied for 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 the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Thursday, 5 December 2024.

All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which 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"**.

Qualifying Shareholders who wish to apply for Excess Rights Shares in addition to their provisional allotments must complete both the PAL and the EAF. Completion and return of the EAF by anyone outside Hong Kong will constitute a warranty and representation to the Company that all the local registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the EAF and any application under it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. The EAF is for use only by the person(s) to whom it is addressed and is not transferable. All documents, including refund cheques for wholly or partially unsuccessful applications for Excess Rights Shares, will be despatched by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as shown on the Record Date in the register of members of the Company.

All cheques or cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies will be retained for the benefit of the Company. Completion and lodgement of an EAF together with a cheque or cashier's order in payment for the Excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any EAF in respect of which the cheque or cashier's order is dishonoured on first presentation.

The Company is not obliged but may, at its absolute discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

If no Excess Rights Shares are allotted and issued to a Qualifying Shareholder, the amount tendered on application is expected to be refunded to that Qualifying Shareholder in full without any interest by means of cheque(s) despatched by ordinary post and at the risk of that Shareholder. If the number of Excess Rights Shares allotted and issued to a Qualifying Shareholder is less than that applied for, the surplus application monies are also expected to be refunded to that Shareholder without any interest by means of cheque(s) despatched by ordinary post and at the risk of that Shareholder.

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If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Under such circumstances, the remittance received in respect of relevant applications for Excess Rights Shares will be returned to the relevant persons without interest, by means of cheques to be despatched by ordinary post to their registered address, and in the case of joint applicants to the registered address of the first-mentioned person who appears on the register of members, at their own risk.

Refund cheques shall be despatched on or before Friday, 13 December 2024.

Action to be taken by Beneficial Owners whose Shares are held by a Registered Shareholder (other than Shares deposited in CCASS) who wish to apply for Excess Rights Shares

If you are a Beneficial Owner whose Shares are registered in the name of a Registered Shareholder and you wish to apply for Excess Rights Shares, you should contact the Registered Shareholder and provide the Registered Shareholder with instructions or make arrangements with the Registered Shareholder in relation to such application. Such instructions and/or arrangements should be given or made in advance and before the latest time for application and payment for Excess Rights Shares stated in the section headed “Expected Timetable” in this Prospectus, in order to provide the Registered Shareholder with sufficient time to ensure that your instructions are given effect.

Action to be taken by Beneficial Owners holding interests in Shares through CCASS who wish to apply for Excess Rights Shares

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to apply for Excess Rights Shares, you should (unless you are a CCASS participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to such application. Such instructions and/or arrangements should be given or made in advance and before the date stated in the section headed “Expected Timetable” in this Prospectus as the latest time for application and payment for Excess Rights Shares and otherwise in accordance with the requirements of your Intermediary, in order to provide your Intermediary with sufficient time to ensure that your instructions are given effect.

The procedures for application for Excess Rights Shares by CCASS participants shall be in accordance with the General Rules of HKSCC, the HKSCC Operational Procedures and any other requirements of CCASS.

Beneficial Owners who are CCASS participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to any applications for Excess Rights Shares. HKSCC Nominees Limited will allocate the Excess Rights Shares it receives to the relevant CCASS participants pro-rata to the number of Excess Rights Shares each has applied for, or in such other manner as HKSCC Nominees Limited considers fair and appropriate, pursuant to the HKSCC Operational Procedures.

LETTER FROM THE BOARD

Non-underwritten basis

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance 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 Qualifying Shareholders or transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, Shareholder(s) who apply to take up all or part of its entitlement under PAL(s) or apply for Excess Rights Shares under EAF may unwittingly incur an obligation to make a general offer under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will, pursuant to Rule 7.19(5) of the Listing Rules, provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the PAL or for Excess Rights Shares under the EAF will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code.

The Irrevocable Undertaking

As at the Latest Practicable Date, the Board has received from Mr. Levitskii, a non-executive Director, chairman of the Board and a controlling Shareholder, and his wholly-owned and controlled corporation, Axioma Capital, the Irrevocable Undertaking. Mr. Levitskii, through Axioma Capital, is interested in 4,836,157,937 Shares (representing approximately 56.76% of all issued Shares) as at the Latest Practicable Date. Pursuant to the Irrevocable Undertaking, Mr. Levitskii and Axioma Capital have provided irrevocable and unconditional undertakings to the Company to, among other things, (i) accept, or procure Axioma Capital to accept its entitlements to the provisional allotment of an aggregate of 2,418,078,968 Rights Shares; and (ii) not to sell or transfer the Shares held by Axioma Capital in any manner before the completion or lapse of the Rights Issue. As at the Latest Practicable Date, save for Mr. Levitskii and Axioma Capital, the Company does not have any other 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.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* 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 by the Company the record dates of which fall on or after the date of issue of the fully-paid Rights Shares.

LETTER FROM THE BOARD

Application for listing of the Rights Shares

The Company has applied 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. 2,000 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.

LETTER FROM THE BOARD

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, 13 December 2024. 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.

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 to the applicants' registered address, at their own risk.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (i) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (ii) the submission to the Stock Exchange and 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;
- (iii) 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 only within two Business Days after the Prospectus Posting Date; and
- (iv) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date.

All conditions set out above cannot be waived. If any of the above conditions is not satisfied, the Rights Issue will not proceed.

LETTER FROM THE BOARD

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the Company has 8,519,657,257 Shares in issue. On the assumption that there is no change in the shareholding structure of the Company from the Latest Practicable Date 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 Latest Practicable Date; and (ii) immediately upon completion of the Rights Issue assuming (a) all Qualifying Shareholders have taken up their entitled Rights Shares in full; or (b) none of the Qualifying Shareholders has taken up any entitled Rights Share other than Axioma Capital:

	As at the Latest Practicable Date		Immediately upon completion of the Rights Issue (assuming all Qualifying Shareholders have taken up their entitled Rights Shares in full)		Immediately upon completion of the Rights Issue (assuming none of the Qualifying Shareholders has taken up any entitled Rights Share other than Axioma Capital)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Axioma Capital <i>(Note 1)</i>	4,836,157,937	56.76	7,254,236,905	56.76	7,254,236,905 <i>(Note 2)</i>	66.32
Public Shareholders	<u>3,683,499,320</u>	<u>43.24</u>	<u>5,525,248,980</u>	<u>43.24</u>	<u>3,683,499,320</u>	<u>33.68</u>
Total	<u><u>8,519,657,257</u></u>	<u><u>100.00</u></u>	<u><u>12,779,485,885</u></u>	<u><u>100.00</u></u>	<u><u>10,937,736,225</u></u>	<u><u>100.00</u></u>

Notes:

- (1) As at the Latest Practicable Date, 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) As at the Latest Practicable Date, Mr. Levitskii and Axioma Capital has provided the Irrevocable Undertaking to the Company, irrevocably undertaking to subscribe for the Rights Shares to be provisionally allotted to Axioma Capital in full.

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.

LETTER FROM THE BOARD

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\$362.1 million. The net proceeds from the Rights Issue (after deduction of estimated professional fees and other related expenses of approximately HK\$1.2 million) are estimated to be approximately HK\$360.9 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\$0.0847.

As at 30 June 2024, the Group's unaudited cash, deposits and bank balances amounted to US\$39.4 million, while its current liabilities stood at US\$106.1 million. The borrowings totalled US\$63.3 million, of which US\$13.4 million, US\$19.3 million and US\$30.6 million will fall due in the second half of 2024, 2025 and 2026 respectively. The Group's weighted average interest rate in the first half of 2024 was 8.78%.

As disclosed in the 2024 Interim Report, the Group continued to experience a challenging operating environment in view of the decline in production volume due to the low quality of the feedstock ore from the depleting Kimkan deposit, the underperformance of the third-party mining contractors, as well as the rising cost levels driven by high inflation and escalating mining costs. In addition, the Platt's 65% iron ore price has also been decreasing, from about US\$126 per tonne at the beginning of July 2024 to about US\$120 per tonne in mid-October 2024.

Considering the current market conditions, the low production volume, the Group's limited 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, allowing the Group to meet the financial obligations when they fall due. While it is disclosed in the paragraph headed "3. Working Capital" in the section headed "Appendix I – Financial Information of the Group" in this Prospectus that the Directors are of the opinion that that Group will have sufficient working capital for its business operations for at least the next twelve months from the date of this Prospectus, and that there is no shortfall in the Company's general working capital as at the Latest Practicable Date as confirmed by the Directors, the Rights Issue will provide additional liquidity to the Group and improve the Group's financial position and enhance its profitability by reducing the burden of interest expenses.

Furthermore, as mentioned above, the underperformance of the third-party mining contractors has been contributing to the production shortfall, the Board is therefore of the view that the proceeds of the Rights Issue will allow the Group to invest in the upgrade and acquisition of mining equipment, such as excavators and trucks, which will enable the Group to enhance its operational control by reducing its reliance on third-party mining contractors and their equipment, improve equipment readiness, and ensure a more efficient mining process with a view to improving the Group's cost of production.

LETTER FROM THE BOARD

Based on the above, the Company intends to apply the net proceeds from the Rights Issue of approximately HK\$360.9 million in the following manner:

- (i) as to approximately HK\$187.7 million (approximately US\$24.1 million), representing 52% of the net proceed for the repayment of the principal and interest of the borrowings which are expected to fall due on or before the end of 2025;
- (ii) as to approximately HK\$137.1 million (approximately US\$17.6 million), representing 38% 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, for the upgrade and acquisition of mining equipment; and
- (iii) as to approximately HK\$36.1 million (approximately US\$4.6 million), representing 10% of the net proceeds, for the replenishment of general working capital for general purposes such as staff costs, selling expenses, administrative expenses, professional service fees all of which arises from the normal operation of the Group.

It is expected that the net proceeds will be fully utilised within 12 months after the completion of the Rights Issue according to the above allocation.

In the event that the Rights Issue is not subscribed in full, the allocation of the net proceeds for the above proposed uses of proceeds will be utilised in accordance to a pro-rata basis on the abovementioned allocation.

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, and 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 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.

LETTER FROM THE BOARD

In addition, prior to proceeding with the Rights Issue, the Company had explored the viability of an underwritten rights issue. The Company had consulted securities firms to arrange underwriting services in respect of a rights issue. Unfortunately, the Company had received negative feedback due to the Group's background with its principal place of business in Russia and the prevailing market conditions. Further, the Board considered that under the current state of the Hong Kong capital market coupled with the Group's background, it is expected to command a high underwriting fee for the Rights Issue, which may be unduly costly. Despite the Rights Issue being non-underwritten, the Board has taken into account the fact that the controlling Shareholder, Axioma Capital, which held approximately 56.76% of the issued share capital of the Company as at the Latest Practicable Date, has provided the Irrevocable Undertaking to subscribe in full the Rights Shares to be provisionally allotted to it. Having considered the aforesaid factors, the Directors are of the view that the proposed Rights Issue (including the expected proceeds) 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 respectively provisional entitlement to the Rights Shares and therefore avoiding dilution of their interests in the Company. All Qualifying Shareholders will also be offered a chance to increase further their shareholdings in the Company through excess applications. The Directors are therefore of the view that the Rights Issue, while on a non-underwritten basis, is fair and reasonable, on normal commercial terms and 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

The Company has not conducted any equity fund raising activities in the past 12 months immediately before the Latest Practicable Date.

LISTING RULES IMPLICATIONS

As (i) the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the Latest Practicable Date; (ii) the proposed Rights Issue will not increase either the total number of issued Shares (excluding treasury shares) or the market capitalisation of the Company by more than 50%; and (iii) the Rights Issue is not underwritten by a Director, chief executive or controlling or substantial Shareholder (or any of their respective associates), the Rights Issue is not subject to Shareholders' approval requirement under Chapter 7 of the Listing Rules.

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.

LETTER FROM THE BOARD

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 others, 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 paragraphs headed “Conditions of the Rights Issue” in this section 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.

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 Share not being fully taken up by the Qualifying Shareholders or the transferees of nil-paid Rights Shares, the size of the Rights Issue will be reduced accordingly.

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 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.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this Prospectus.

Yours faithfully,
For and on behalf of the Board
IRC Limited
Denis Cherednichenko
Chief Executive Officer

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023, together with the relevant notes thereto, were disclosed in the relevant annual reports of the Company which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<https://www.ircgroup.com.hk>), the links to which are shown below for reference:

- (i) annual report of the Company for the year ended 31 December 2021 published on 28 April 2022 (pages 116 to 204) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0428/2022042802169.pdf>;
- (ii) annual report of the Company for the year ended 31 December 2022 published on 27 April 2023 (pages 125 to 204) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042703473.pdf>; and
- (iii) annual report of the Company for the year ended 31 December 2023 published on 26 April 2024 (pages 124 to 202) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0426/2024042600101.pdf>.

2. STATEMENT OF INDEBTEDNESS

At the close of business on 30 September 2024, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the indebtedness of the Group was as follows:

Borrowings

As at 30 September 2024, the Group had an aggregate outstanding borrowings of approximately US\$59 million, which are secured by (i) a charge over the property, plant and equipment of the Group with net book value of approximately US\$51 million; (ii) 100% equity share of Kapucius Services Limited in LLC KS GOK, a wholly owned subsidiary of the Group; and (iii) pledge of the rights of certain bank accounts of the Group.

Mortgages and charges

As at 30 September 2024, certain property, plant and equipment of the Group; 100% equity share of Kapucius Services Limited; and the rights of certain bank accounts of the Group were pledged as security for the Group's borrowings which amounted to approximately US\$59 million.

Lease liabilities

As at 30 September 2024, the Group had lease liabilities of approximately US\$0.2 million for the properties leased for its own use, which were unsecured and unguaranteed.

Contingent liabilities

As at 30 September 2024, the Group had no material contingent liabilities.

Save as aforesaid, as at the close of business on 30 September 2024, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, and term loans, any other outstanding loan capital, any other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills) or similar indebtedness, debentures, mortgages, charges, loans, acceptance credits, hire purchase commitments, guarantees or other contingent liabilities.

3. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseen circumstances, and after taking into account the Group's business prospects, present internal resources and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its business operations for at least the next twelve months from the date of this Prospectus. The Company has obtained the relevant confirmation as required under Rule 9.20(1) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

Saved as disclosed in the paragraphs headed "5. Financial and Trading Prospect of the Group" below in this Appendix, the Directors confirmed that there had been no material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest audited consolidated financial statements of the Group were made up, and up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group has all along been principally engaged in the mining business and the production and development of industrial commodities products including iron ore concentrate.

The Group's main revenue source comes from the sales of 65% iron ore concentrate produced at the K&S mine, and K&S's iron ore concentrate is priced with reference to the international spot price of Platts iron ore benchmark index. For the six months ended 30 June 2024 (the "**Current Interim Period**"), production in K&S was hampered by the lower yield of iron ore concentrate from ore due to the lower content of iron magnetic properties in the ore processed. While proactive measures had been taken to address the ore quality issue by taking advantage of IRC's extensive operational experience and upgrading and modifying K&S's plant and its production process, the poorer beneficiation properties of the ore blend fed to the processing plant have resulted in a lower yield of commercial concentrate from the ore than designed. Furthermore, underperformance of the mining contractors resulting from the low readiness of the equipment due to technical issues also contributed to the production shortfall, and some of the mining equipment was not operational due to shortage of spare parts. Therefore during the Current Interim Period, K&S operated at an average capacity of approximately 72% and produced 1,132,201 tonnes of iron ore concentrate, 13.5% lower than the 1,308,821 tonnes produced during the six months ended 30 June 2023 (the "**Last Interim Period**").

During the Current Interim Period, iron ore price remained bearish with an average price of Platt's 65% iron ore of US\$130.7 per tonne, 1.0% lower than the price of US\$132.0 per tonne for the year ended 31 December 2023. Such weak price environment was attributed to factors such as long New Year holidays in China, delayed recovery in demand, and cautious purchasing behavior by the steel companies. In light of the decrease in the Group's sales volume as a result of lesser production and the decrease in average Platt's 65% iron ore price, the Company's revenue for the Current Interim Period decreased by 19.3% from US\$139.2 million for the Last Interim Period to US\$112.3 million for the Current Interim Period. However, as no impairment provision was considered necessary for the Current Interim Period as compared to the recognition of the impairment loss of US\$73.6 million against the carrying value of K&S mine and other assets during the Last Interim Period, the Group reported a loss attributable to the owners of the Company of US\$13.2 million for the Current Interim Period, representing a significant reduction in loss as compared to the loss attributable to the owners of the Company of US\$65.7 million for the Last Interim Period.

The management identified some key factors that adversely influenced the performance of the Group during and subsequent to the Current Interim Period, which included operational challenges and impacts from the macro environment, including the decreasing iron ore price from about US\$126 per tonne at the beginning of July 2024 to about US\$120 per tonne in mid-October 2024, representing an average of approximately US\$115.2 per tonne for the four months ended 31 October 2024. The reduction in the Group's production volume as mentioned above was caused by the declining quality of the feedstock ore from the depleting Kimkan deposit, the lower-grade ore has negatively impacted the production efficiency. In order to better accommodate the lower quality ore, the Group has made adjustments to both its equipment and production cycles. In addition, third-party mining contractors have contributed to production shortfalls due to technical issues and low equipment readiness. To counteract the effects of low mining output from contractors, the Group has strategically utilised ore from its stockpile, which has allowed the Group to maintain a more consistent feed to the processing facilities and stabilise production levels. The Group has been actively considering the establishment of its own

mining fleet in order to reduce its reliance on external contractors. By investing in its equipment and related infrastructure, the Group aims to enhance operational control, improve equipment readiness, and create a more efficient mining process. The Group has been commissioning to the full operation of Sutara, another main pits of K&S, which is expected to be the long-term solution to the current ore quality issues faced by the Group as the geological information confirms that the ore at Sutara has higher grades of iron magnetic properties. Since July 2024, K&S has commenced mining and processing Sutara ore, improving the issues related to ore quality. As at the Latest Practicable Date, it was also expected that the crushing and screening plant at Sutara will commission at the beginning of 2025, allowing the pre-processing of ore on-site. Subsequent to the Current Interim Period and since the commencement of mining and processing of Sutara ore, the Sutara ore accounted for approximately half of the processing plant feedstock and the share of Sutara ore is expected to further increase as the mining pit becomes fully operational.

For treasury management, the Group is currently navigating a challenging macroeconomic environment in Russia. The geopolitical landscape introduces uncertainties that may disrupt the Group's supply chains, limit its market access, and affect its overall operational stability. As previously disclosed in the 2024 Interim Report, the Group has been encountering difficulties with inter-bank fund transfers, complicating the Group's treasury management and creating barriers to efficient financial operations. The Group is actively resolving the issues. Looking forward, the Group anticipates that the current challenges will persist until the Sutara mining pit becomes fully operational. Sutara is expected to improve ore quality, enhance the Group's production volume and extend the mine's overall life. As a result, it is hoped that the Group's operational efficiency will be enhanced and the Group would be able to gradually recover from the challenges that it has been encountering. While it will take time to reach full operational capacity at Sutara, the Group is encouraged by the progress it is making and will continue to address the challenges presented in a diligent manner.

**A. STATEMENT OF UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED
NET TANGIBLE ASSETS**

The statement of unaudited pro forma adjusted consolidated net tangible assets of the Group prepared in accordance with Paragraph 13 of Appendix D1B and Paragraph 29 of Chapter 4 of the Listing Rules is set out below to illustrate the effects of the Rights Issue on the consolidated net tangible assets of the Group as if the Rights Issue had taken place on 30 June 2024.

The statement of unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only, based on the judgements and assumptions of the Directors of the Company, and because of its hypothetical nature, may not give a true picture of the financial position of the Group following the Rights Issue.

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Group is based on the unaudited consolidated net tangible assets of the Group as at 30 June 2024, adjusted for the effect of the Rights Issue as described below:

Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2024 (Note 1) US\$'000	Estimated net proceeds from the Rights Issue (Note 2) US\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group as at 30 June 2024 US\$'000
257,186	46,272	303,458
Unaudited consolidated net tangible assets per existing share before completion of the Rights Issue (Note 3)		US\$0.0302
Unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights Issue (Note 4)		US\$0.0237

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2024 are based on the consolidated net assets attributable to the owners of the Company in the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024 which is extracted from the published interim report of the Group for the six months period ended 30 June 2024 and after deducting exploration and evaluation assets of US\$20,549,000.
2. The estimated net proceeds from the Rights Issue are based on 4,259,828,628 Rights Shares to be issued on the basis of one (1) Rights Share for every two (2) existing shares at the Subscription Price of HK\$0.085 per Rights Share, after deduction of the professional fee and other related expenses payable by the Company of approximately HK\$1.2 million.
3. Based on 8,519,657,257 existing shares in issue as at 30 June 2024 before the Rights Issue.
4. Based on 12,779,485,885 shares, on which 8,519,657,257 existing shares and 4,259,828,628 Rights Shares were in issue as at 30 June 2024, assuming that the Rights Issue had been completed on 30 June 2024.
5. For the purpose of preparation of the Unaudited Pro Forma Financial Information, no adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2024.
6. For the purpose of preparation of the Unaudited Pro Forma Financial Information, the exchange rate used for US\$ to HK\$ is US\$1 equivalent to HK\$7.8 and vice versa.

**B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE GROUP**

The following is the text of a report, prepared for the sole purpose of inclusion in this circular, from the independent reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong.

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21 November 2024

The Board of Directors
IRC Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of IRC Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net tangible assets of the Group as at 30 June 2024 as set out on pages II-1 to II-2 of the prospectus issued by the Company. The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described in Section A of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the rights issue on the basis of one (1) rights share for every two (2) existing shares (the “**Rights Issue**”) on the Group’s net tangible assets as at 30 June 2024 as if the transaction had been taken place at 30 June 2024. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s unaudited condensed consolidated financial information as included in the interim report of the Group for the six months period ended 30 June 2024, on which a review report has been published.

Directors' Responsibility for the Unadjusted Pro Forma Financial Information

The Directors are responsible for compiling the unadjusted pro forma financial information in accordance with paragraph 13 of Appendix D1B and paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

RSM Hong Kong

Certified Public Accountants

Hong Kong

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The Company has no authorised share capital and its Shares have no par value. The issued share capital of the Company as at the Latest Practicable Date were, and following completion of the Rights Issue, are expected to be as follows:

Issued and fully paid Shares:

8,519,657,257 Shares (as at the Latest Practicable Date)

Maximum number of Rights Shares to be issued upon completion of the Rights Issue:

4,259,828,628 Shares

Issued share capital upon completion of the Rights Issue:

12,779,485,885 Shares (assuming no new Shares (other than the Rights Shares) will be issued on or before completion of the Rights Issue)

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with each other, including, in particular, as to dividends and voting rights with all 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 by the Company the record dates of which fall on or after the date of issue of the fully-paid Rights Shares. Since the Company is incorporated in Hong Kong, the Rights Shares have no nominal value. The Rights Shares to be issued will be listed on the Main Board of the Stock Exchange.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No Share or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company had no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares and none of the capital of any member of the Group is under option, or agreed conditionally or unconditionally to be put under option.

3. PARTICULARS OF THE DIRECTORS

(a) Business Addresses

The business address of all the Directors and senior management is the same as the address of the Company's principal place of business at 6H, 9 Queen's Road Central, Central, Hong Kong.

(b) Biographical Details

Mr. Nikolai Valentinovich Levitskii

Chairman, Non-executive Director

Mr. Levitskii, aged 52, has been a non-executive Director since March 2022 and has also been appointed as the Chairman of the Board since May 2022. He is also the general director of Axioma Capital. Axioma Capital is the largest shareholder of the Company and is wholly-owned by Mr. Levitskii. Mr. Levitskii has spent more than 30 years in the sectors of mining, oil and gas and banking in Russia. Mr. Levitskii was the president and co-founder of joint-stock company "Geotech Holding" from 2007 to 2016 and the general director of closed joint-stock company "Mineral and chemical company 'EuroChem'" from 2001 to 2003. Mr. Levitskii received a bachelor's degree in Business Administration in Economic Sciences from the Voznesenski Leningrad Institute of Economics and Finance (renamed as Saint Petersburg State University of Economics and Finance).

Mr. Denis Vitalievich Cherednichenko

Executive Director and Chief Executive Officer

Mr. Cherednichenko, aged 47, has been appointed as an executive Director and the Chief Executive Officer of the Company since July 2022. He has more than 25 years of experience in management at oil and gas and medical technology groups and acted also as an in-house legal counsel as well as the Vice President of Medical Systems, a pharmaceutical and medical equipment supplies company in Russia, and the chief executive officer of a medical equipment company. He was the chief executive officer of JSC Rusatom Healthcare, Enterprise of State Corporation Rosatom, a radiopharmaceuticals company in Russia. He holds a Law degree from the Ural State Law Academy in Russia, a Master of Laws from the University of Manchester in the United Kingdom and a Master Degree from the Academy of National Economy under the Government of the Russian Federation.

Mr. Dmitry Vsevolodovich Dobryak*Independent non-executive Director*

Mr. Dobryak, aged 55, has been appointed as an independent non-executive Director since March 2022. He has 30 years of financial management, accounting, business development and administrative experience. His previous roles include the chief financial officer of Impulse M, a Moscow based start-up from 2019 to 2020 and the chief financial officer of Titan Automotive Solutions, an automotive communications solutions company in Belgium from 2020 to 2021. He is a US qualified certified public accountant, holds a bachelor of arts in Foreign Trade and International Economics from the Moscow State Institute of International Relations in Russia and a Master of Business Administration from the Crummer Graduate School of Business at Rollins College in the United States.

Mr. Alexey Mihailovich Romanenko*Independent non-executive Director*

Mr. Alexey Mihailovich Romanenko, aged 47, has been appointed as an independent non-executive Director since May 2022. He is the senior partner and the chairman of the board of directors of NEO Center. Mr. Romanenko has more than 20 years of experience in management consulting, auditing, and financial management. His previous roles include managing director of Alvarez and Marshal LLP, Partner and head of management consulting of KPMG Russia and CIS and audit partner of KPMG Russia and CIS. Mr. Romanenko is a fellow member of the Association of Chartered Certified Accountants ("ACCA").

Mr. Vitaly Georgievich Sheremet*Independent non-executive Director*

Mr. Vitaly Georgievich Sheremet, aged 48, has been appointed as an independent non-executive Director since May 2022. He has more than 20 years of extensive experience in auditing and risk management. His previous roles include the audit and advisory partner of KPMG Russia and CIS and audit and risk management partner of BDO Russia. Mr. Sheremet also served as an independent director on several boards in the Russian Federation.

Ms. Natalia Klimentievna Ozhegina*Independent non-executive Director*

Ms. Natalia Klimentievna Ozhegina, aged 54, has been appointed as an independent non-executive Director since May 2022. She is the deputy director of the International Institute for Energy Policy and Innovation Management, MGIMO Ministry of Foreign Affairs of the Russian Federation. Ms. Ozhegina has more than 30 years of experience in public administration, law and human resources. Her previous roles include the deputy general director of public joint-stock company “Russian Grids” for Human Resources Management and the deputy chairman of the management board of public joint-stock company “Federal Grid Company”. Ms. Ozhegina is a lawyer qualified in Russia.

Mr. Danila Kotlyarov*Chief Financial Officer*

Mr. Kotlyarov, aged 46, joined the Group (previously known as LLC Petropavlovsk-Iron Ore, and LLC Aricom) in 2005 as finance director, a role which transferred to IRC in 2010. He worked in various senior management positions at IRC until February 2020 when he joined Petropavlovsk PLC, a substantial shareholder of IRC at that time, as the chief financial officer and at the same time became a non-executive Director. Mr. Kotlyarov was re-designated as an executive Director and was further appointed as the deputy Chief Executive Officer of the Company in March 2022. He later resigned from the Board in May 2022, when he was appointed as the interim Chief Executive Officer of the Company. He served as the interim Chief Executive Officer of the Company for a short period of time until July 2022 and since then, he served as the Chief Financial Officer of the Company. In early 2022, Mr. Kotlyarov had also relinquished the Petropavlovsk CFO position. Mr. Kotlyarov is a fellow of the ACCA and a holder of the Chartered Financial Analyst.

Mr. Johnny Shiu Cheong Yuen*Finance Director (Hong Kong) and Company Secretary*

Mr. Yuen, aged 51, is the Finance Director (Hong Kong) and Company Secretary of the Company. He is also the Authorised Representative of the Company. Mr. Yuen joined IRC in 2010 before the listing of the Company and has been serving in various senior positions of the Company. He headed up the finance function of the Group from the beginning of 2020, and in May 2022 was redesignated as Finance Director (HK) and Company Secretary. Mr. Yuen began his career in KPMG and has over 25 years of financial management, accounting, auditing and administration experience, including working in various senior positions of listed companies in Hong Kong. He is a fellow member of the HKICPA and the ACCA. He holds a MBA from the Manchester Business School of University of Manchester. He is an Independent Non-Executive Director of G-Vision International (Holding) Limited (stock code: 00657).

4. DISCLOSURE OF INTERESTS

(a) Directors' and chief executives' interests and short positions in the Shares, underlying shares or debentures of the Company or its associated corporation

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV to the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of SFO), or to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") contained in the Listing Rules were listed as follows:

Name of Director	Nature of interest (Note 1)	Number of Shares or underlying Shares	Approximate percentage of existing issued share capital of the Company (Note 2)
Mr. Levitskii	Interest of controlled corporations	4,836,157,937 (Note 3)	56.76%

Notes:

- (1) All interests in Shares were long positions.
- (2) Based on 8,519,657,257 Shares issued as at the Latest Practicable Date.
- (3) These shares are held by Axioma Capital, which is wholly, ultimately and beneficially owned by Mr. Levitskii. As such, Mr. Levitskii is deemed to be interested in the 4,836,157,937 Shares held by Axioma Capital by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company and their respective close associates had, or was deemed to have, any interest in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which was required to be notified to the Stock Exchange and the Company pursuant to the SFO, or recorded in the Register of Directors and Chief Executives or notified to the Stock Exchange and the Company under the Model Code.

(b) Substantial Shareholder's Interests

As at the Latest Practicable Date, so far as it is known to any Director or the chief executive of the Company, the following persons (other than Directors and chief executives of the Company) had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company, which are required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or is directly or indirectly, interest in 10% of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group:

Name	Nature of interest (Note 1)	Number of Shares or underlying Shares	Approximate percentage of existing issued share capital of the Company (Note 2)
Axioma Capital	Beneficial Owner	4,836,157,937	56.76%

Notes:

(1) All interests in Shares were long positions.

(2) Based on 8,519,657,257 Shares issued as at the Latest Practicable Date.

Save as disclosed above, so far as is known to the Directors, there was no other person (other than Directors and Chief Executives of the Company) who as at the Latest Practicable Date had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, would be required to be recorded in the register to be kept by the Company pursuant to section 336 of the SFO or, had a direct or indirect interests amounting to 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group other than contracts expiring or determinable by the relevant members of the Group within one year without payment of compensation (other than statutory compensation).

6. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS AND CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, (i) none of the Directors had any interest, direct or indirect, in any assets which have since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group, and (ii) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given statement or opinion or advice for inclusion in this Prospectus:

Name	Qualification
RSM Hong Kong	Certified Public Accountants and Registered Public Interest Entity Auditor

RSM Hong Kong has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report and references to its name in the form and context in which they appear herein.

As at the Latest Practicable Date, RSM Hong Kong did not have any direct or indirect interest in any securities of the Company or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company nor did they have any interest, either directly or indirectly, in any assets which had been, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to the Company.

8. CORPORATE INFORMATION AND THE PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office and head office	6H, 9 Queen's Road Central, Central District, Hong Kong
Authorised representative	Mr. Denis Vitalievich Cherednichenko 6H, 9 Queen's Road Central, Central District, Hong Kong Mr. Johnny Shiu Cheong Yuen 6H, 9 Queen's Road Central, Central District, Hong Kong
Company secretary	Mr. Johnny Shiu Cheong Yuen <i>Fellow Member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants</i>
Legal advisers to the Company in relation to the Rights Issue	As to Hong Kong law: Chiu & Partners 40/F, Jardine House 1 Connaught Place, Hong Kong
Auditors and reporting accountant	RSM Hong Kong <i>Certified Public Accountants</i> <i>Registered Public Interest Entity Auditor</i> 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong
Principal banker	Bangkok Bank Public Company Limited 28 Des Voeux Road Central, Central, Hong Kong
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

9. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) had been entered into by members of the Group within two years immediately preceding the Latest Practicable Date and are or may be material:

- (i) the memorandum of agreement dated 4 January 2023 and entered into between Kirgan Holding S.A., as vendor, and Ariti HK Limited (a wholly-owned subsidiary of the Company) ("**Ariti HK**"), as purchaser, in relation to the sale and purchase of a vessel named "ATLAS DOUBLE" (the "**Vessel**") at a consideration of US\$20,500,000;
- (ii) the memorandum of understanding ("**MOU**") dated 4 January 2023 and entered into between Ariti HK, as the Vessel owner, and JSC Masco ("**JSC Masco**"), a company organised and existing under the laws of Russian Federation, as the charterer, in relation the chartering arrangement of the Vessel; and
- (iii) the termination agreement dated 3 March 2023 and entered into between Ariti HK and JSC Masco for the termination of the MOU; and
- (iv) the memorandum of agreement dated 3 March 2023 and entered into between Ariti HK, as vendor, and Limited Liability Company TK Wagon Trade, a company organised and existing under the laws of the Russian Federation, as purchaser, in relation to the sale and purchase of the Vessel at a consideration of US\$23,195,000.

10. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claims of material importance and no litigation, arbitration or claims of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

11. EXPENSES

The expenses in connection with the Rights Issue, including the fees of the financial adviser, legal advisers, auditors, printing, registration, translation, subsequent issue fee and other related expenses are estimated to be approximately HK\$1.2 million, which will be borne by the Company.

12. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the written consent referred to in the paragraphs headed “7. Qualification and Consent of Expert” in this Appendix have been delivered to the Registrar of Companies in Hong Kong for registration pursuant to section 38D of the Companies (WUMP) Ordinance.

13. BINDING EFFECT

The Prospectus Documents, and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of sections 44A and 44B of the Companies (WUMP) Ordinance, so far as applicable.

14. DOCUMENTS ON DISPLAY

The following documents will be available on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.ircgroup.com.hk>) for a period of 14 days from the date of this Prospectus:

- (a) the accountants’ report on the unaudited pro forma financial information of the Group issued by RSM Hong Kong, the text of which is set out in Appendix II to this Prospectus;
- (b) the material contracts referred to in the paragraphs headed “9. Material Contracts” in this Appendix;
- (c) the written consent as referred to in the paragraphs headed “7. Qualification and Consent of Expert” in this Appendix; and
- (d) the Prospectus Documents.

15. MISCELLANEOUS

- (a) As at the Latest Practicable Date, the Directors were not aware of any restriction affecting the remittance of profit or repatriation of capital of the Group into Hong Kong from outside Hong Kong.
- (b) This Prospectus is prepared in both English and Chinese. In the event of inconsistency, the English text of this prospectus shall prevail over the Chinese text unless otherwise specified.