铁货 IRC

IRC Limited 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1029)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 AUGUST 2018

I/We[(Note 1)], ____

of ____

being the registered holder(s) of[(Note 2)] ______________________ shares in the capital of IRC Limited (the "Company") hereby appoint the Chairman of the Extraordinary General Meeting[(Note 3)] ______________________ or (name)

of ____ (address)

as my/our proxy to attend and act on my/our behalf at the Extraordinary General Meeting of the Company to be held at 2:30 p.m. on 9 August 2018 at Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong or at any adjournment thereof and, on a poll, to vote for me/us on the resolutions referred to in the Notice of Extraordinary General Meeting (with or without modifications) as indicated below, and if no such indication is given, as my/our proxy thinks fit:

	Ordinary Resolutions	For[(Note 4)]	Against[(Note 4)]
1.	i) To ratify, confirm and approve the Assignment of Contracts; ii) To ratify, confirm and approve the Share Pledge; iii) To ratify, confirm and approve the Power of Attorney; iv) To authorise the Directors to execute such all other documents, do all other acts and things and take such actions to give effect to the Assignment of Contracts, the Share Pledge and the Power of Attorney and any other transactions contemplated thereunder and to agree to such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its Shareholders as a whole; and v) To ratify, confirm and approve the interest rate reduction under the Bridge Loan.		
2.	To add shares repurchased to the general mandate to issue new shares.		
3.	To refresh the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the Company's existing share option scheme.		

Dated this ____________ day of ____________ 2018

Signature(s)[(Note 5)] : ____________

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting", and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the Notice of Extraordinary General Meeting which has been properly put to the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorised officer.
6. In the case of joint registered holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Extraordinary General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours (excluding Sunday or public holiday) before the time of the Extraordinary General Meeting or, if the meeting is adjourned, no less than 48 hours (excluding Sunday or public holiday) before the time appointed for holding the adjourned meeting.
8. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if you so wish.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**