



IRC Limited 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1029)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 26 JUNE 2020

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 Annual General Meeting^(Note 3) or (name) _____
of _____
(address) as my/our proxy to attend and act on my/our behalf at the Annual General Meeting of the Company to be held at 2:30 p.m. on 26 June 2020 at theDesk United Centre, 5/F, United Centre, 95 Queensway, 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 Annual 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.	To receive and consider the reports of the Directors and the Auditor together with the Statement of Accounts for the year ended 31 December 2019.		
2.	To re-appoint Messrs Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix their remuneration.		
3.	To elect Mr Martin Joseph Davison as Independent Non-Executive Director.		
4.	(a) To re-elect Mr Yuri Makarov as Executive Director.		
	(b) To re-elect Mr Jonathan Eric Martin Smith as Independent Non-Executive Director.		
5.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the number of Shares of the Company in issue.		
6.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding, except in certain specific circumstances, the sum of 20% of the number of Shares of the Company in issue.		
7.	To add shares repurchased to the general mandate to issue new shares in Resolution 6.		

Dated this _____ day of _____ 2020 Signature(s)^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "the Chairman of the Annual General Meeting", and insert the name and address of the proxy desired in the space provided.
- 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 Annual General Meeting which has been properly put to the meeting.
- 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.
- In the case of joint registered holders of any share, any one of such persons may vote at the Annual 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 Annual 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.
- 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 2:30 p.m. on Tuesday, 23 June 2020 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.
- 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.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**