



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
WEDNESDAY, 25 JUNE 2025 (OR ANY ADJOURNMENT THEREOF)**

I/We^(Note 1) _____, being
of _____, 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 on Wednesday, 25 June 2025 at 2:30 p.m. at Hong Thai
Expo and Business 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 of the Company together with the audited consolidated financial statements for the year ended 31 December 2024.		
2.	To re-appoint RSM Hong Kong as auditor of the Company and authorise the board (the “Board”) of directors of the Company (the “Directors”) to fix the auditor’s remuneration.		
3.	(a) To re-elect Mr. Nikolai Valentinovich Levitskii as a non-executive Director.		
	(b) To re-elect Mr. Dmitry Vsevolodovich Dobryak as an independent non-executive Director.		
	(c) To re-elect Ms. Natalia Klimentievna Ozhegina as an independent non-executive Director.		
	(d) To re-elect Mr. Alexey Mihailovich Romanenko as an independent non-executive Director.		
	(e) To re-elect Mr. Vitaly Georgievich Sheremet as an independent non-executive Director.		
4.	To authorise the Board to fix the Directors’ remuneration.		
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 (excluding treasury shares, if any). [#]		
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 (excluding treasury shares, if any). [#]		
7.	To add shares repurchased to the general mandate to issue new shares in resolution no. 6. [#]		
8.	To approve the share consolidation (“Share Consolidation”) of every ten (10) issued and unissued ordinary shares in the share capital of the Company into one (1) consolidated ordinary share in the issued and unissued share capital of the Company and to authorise any one or more Directors and such person or persons authorised by the Directors to do all such acts as it considers necessary to give effect to the Share Consolidation. [#]		

[#] Full text of the resolution is set out in the notice of the Annual General Meeting

Dated this _____ day of _____ 2025 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 or”, 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 or attorney.
- 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 Hong Kong share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong before 2:30 p.m. on Monday, 23 June 2025 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.**