

# TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

**IMPORTANT**  
重要提示

Application Form Number  
申請表格編號

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 31 JULY 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列名之合資格股東使用。二零一五年七月三十一日(星期五)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of IRC Limited dated 17 July 2015 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用詞彙與鐵江現貨有限公司於二零一五年七月十七日刊發之章程(「章程」)所界定者具有相同涵義。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可以透過中央結算系統進行交易,閣下應就該等交易安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its 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 this Application Form.

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不就因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

The offer shares have not been registered and will not be registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state in the United States and may not be offered or sold except pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state securities laws. There is no intention to register any portion of the Open Offer or any securities described herein in the United States or to conduct a public offering of securities in the United States.

發售股份並未且不會根據美國證券法(一九三三年經修訂)(「美國證券法」)或美國任何州份之證券法登記,亦不得提呈發售或出售,惟根據美國證券法及任何適用州立證券法之登記規定獲豁免或不得遵守該等規定之交易則除外。現時無意將本表格所述之任何公開發售部分或任何證券於美國進行登記或於美國公開發售證券。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

每份章程文件連同章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件已按照公司(清盤及雜項條文)條例第38D條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as 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 CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准在聯交所上市及買賣,以及遵守香港結算之證券收訖規定後,發售股份將獲香港結算接納為合資格證券,可由發售股份開始在聯交所買賣之日或香港結算釐定之其他日期起,於中央結算系統寄存、結算及交易。聯交所參與者之間於任何交易日進行之交易必須於其後第二個交易日在中央結算系統進行交易。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。



IRC Limited 鐵江現貨有限公司

**IRC LIMITED**  
**鐵江現貨有限公司**

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)

(Stock Code: 1029)  
(股份代號: 1029)

Share registrar and transfer office:  
股份過戶登記處:

Tricor Investor Services Limited  
Level 22  
Hopewell Centre,  
183 Queen's Road East, Hong Kong

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

Registered office:  
註冊辦事處:

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

香港中環  
皇后大道中9號  
6樓H室

## OPEN OFFER ON THE BASIS OF 4 OFFER SHARES FOR EVERY 15 SHARES HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$0.315 PER OFFER SHARE

按於記錄日期每持有15股股份  
獲發4股發售股份之基準  
以認購價每股發售股份0.315港元進行公開發售

**PAYABLE IN FULL ON APPLICATION BY NO LATER THAN 4:00 P.M. ON FRIDAY, 31 JULY 2015**  
股款最遲須於二零一五年七月三十一日(星期五)下午四時正前提交申請時繳足

### APPLICATION FORM 申請表格

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

	Box A 甲欄
	Box B 乙欄
	Box C 丙欄
	Box D 丁欄

Number of Shares registered in your name(s) on Wednesday, 15 July 2015  
於二零一五年七月十五日(星期三)以閣下名義登記之股份數目

Number of Offer Shares in your assured allotment  
閣下獲保證配發之發售股份數目

Amount payable on your assured allotment when applied in full  
閣下申請全數保證配額時應繳款項

Number of Offer Shares applied for  
申請認購之發售股份數目

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.315).

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.315港元計算)。

Any payments for Offer Shares should be rounded down to 2 decimal points.  
發售股份之任何付款金額應向下調整至兩個小數點。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the holders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of 4 Offer Shares for every 15 existing Shares held on Wednesday, 15 July 2015. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriters. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "IRC Limited" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who are Non-Qualifying Shareholders.

閣下有權透過填寫本申請表格申請相等或於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程所述者規限下,有關要約乃向名列本公司股東名冊且屬合資格股東之股東提呈,基準為按於二零一五年七月十五日(星期三)每持有15股現有股份獲保證配發4股發售股份。本公司將不會向合資格股東提呈額外發售股份,而不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲申請任何發售股份,請填妥及簽署本申請表格,並將本申請表格連同申請發售股份涉及之全數應繳款項之足額股款,一併交回過戶登記處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格認購發售股份之所有股款必須以港元支付,並以「IRC Limited」為抬頭人及劃線註明「只准入抬頭人賬戶」,並須符合背頁所載手續。任何屬非合資格股東之人士概不得申請發售股份。



IRC Limited 鐵江現貨有限公司

## IRC LIMITED 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 1029)

### IMPORTANT NOTES

1. The Qualifying Shareholders are not entitled to apply for any Offer Shares in excess of their respective assured entitlements.
2. Fractional entitlements to the Offer Shares will not be issued but will be aggregated and taken up by the Underwriters. The Company will not allot any fractions of the Offer Shares.
3. Other than in the Company's absolute discretion, no Non-Qualifying Shareholder is permitted to apply for any Offer Shares.
4. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for the Offer Shares in respect of which the application(s) is/are made in full or in part will be despatched to the applicant(s) or, in the case of joint applicants, to the first named applicant by ordinary post on Friday, 7 August 2015, at their own risk, at the address stated on the Application Form.
5. Completion of the Application Form will constitute an instruction and authority by the Qualifying Shareholder(s) to the Company and/or Tricor Investor Services Limited or any person nominated by it for the purpose, on behalf of the Qualifying Shareholder(s) to execute any registration of the Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the Qualifying Shareholder(s) of the Offer Shares being applied in accordance with the arrangements described in the Prospectus.
6. The subscribers of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the articles of association of the Company.
7. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
8. The allotments under the Open Offer on an assured basis are not transferable nor are they capable of renunciation.
9. The Company reserves the right to refuse any application of Offer Shares which does not comply with the procedures set out herein.
10. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside the Permitted Territories may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong (including Beneficial Owner(s)) wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Offer Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). If you are in any doubt as to your position, you should consult your professional advisers.

Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the warranties and representations.

### PROCEDURES FOR APPLICATION

You may apply such number of the Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply such number of the Offer Shares which is less than your assured allotment, you must enter in Box D of the Application Form the number of the Offer Shares for which you wish to apply and the total amount payable (calculated as the number of the Offer Shares being applied multiplied by HK\$0.315). If the amount of the corresponding remittance received is less than that required for the number of the Offer Shares inserted, you will be deemed to have applied such lesser number of the Offer Shares for which full payment has been received.

If you wish to apply the exact number of the Offer Shares set out in Box B of the Application Form, the number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied the number of the Offer Shares for which full payment has been received.

The Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Friday, 31 July 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "IRC Limited" and crossed "Account Payee Only". Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form has been received by no later than 4:00 p.m. on Friday, 31 July 2015, your right to apply any of the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

### TERMINATION OF THE UNDERWRITING AGREEMENT

Pine River together with any other Underwriter may, in their sole and absolute discretion (acting in good faith), by notice in writing to the Company, served prior to the Latest Time for Termination, rescind or terminate the Underwriting Agreement if:

- (A) any matter or circumstances arises as a result of which any of the conditions to the Underwriting Agreement has become incapable of satisfaction as at the required time; or
- (B) any of the warranties given by the Company become untrue, inaccurate or misleading or any matter has arisen or event occurred which could reasonably be expected to give rise to any of the warranties given by the Company becoming untrue, inaccurate or misleading; or
- (C) any material breach of any of the Company's undertakings or obligations under the Underwriting Agreement; or
- (D) any statement contained in the Prospectus has become or been discovered to be untrue, incorrect, incomplete or misleading in any material respect; or
- (E) there is any adverse change in the business, assets, results of operations, shareholders' equity or in the financial or trading position or prospects of the Group taken as a whole which is material to the Group or in the context of the Open Offer or the Underwriters' obligations under the Underwriting Agreement; or
- (F) permission to deal in and listing of all the Offer Shares has been withdrawn by the Stock Exchange; or
- (G) any condition to enable the Offer Shares to be admitted as eligible securities for deposit, clearance and settlement in CCASS is not satisfied or notification is received by the Company from HKSCC that such admission of facility for holding and settlement has been or is to be refused; or
- (H) any matter arises or is discovered which requires the Company to issue a supplementary prospectus; or
- (I) there has occurred, happened, come into effect or become public knowledge any event, series of events or circumstances concerning or relating to (whether or not foreseeable):
  - (i) any change in (whether or not permanent) local, national or international financial, political, military, industrial, economic, legal, fiscal, regulatory or securities market matters or conditions or currency exchange rates or exchange controls in the Hong Kong; or
  - (ii) any event or circumstance in the nature of force majeure including, without limitation, any act of government, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak or escalation of hostilities (whether or not war is or has been declared), act of terrorism (whether or not responsibility has been claimed), act of God, pandemic, epidemic, outbreak of infectious disease, declaration of a state of emergency or calamity or crisis, in or affecting Hong Kong; or
  - (iii) the declaration of a banking moratorium on commercial banking activities by the PRC, Hong Kong, United Kingdom or United States authorities; or
  - (iv) any moratorium, suspension or restriction on trading in shares or securities generally, or the establishment of minimum prices, on the Stock Exchange, the London Stock Exchange plc, the New York Stock Exchange, Inc. or NASDAQ, or any major disruption in commercial banking or securities settlement or clearing services in Hong Kong; or
  - (v) any new law or regulation or any change, or any development involving a prospective change, in existing laws or regulations in Hong Kong or any other place in which any member of the Group conducts or carries on business; or
  - (vi) any suspension of dealings in the Shares (other than (i) pending publication of announcements in respect of the Open Offer or (ii) a suspension which is not connected to an event or occurrence that is material in the context of the Open Offer and such suspension does not continue beyond the trading day on which it commenced),the effect of which events and circumstances referred to in paragraph (I) above, individually or in the aggregate is or would be likely to be materially adverse to, or prejudicially affects or would be likely to prejudicially affect, the Group as a whole or the Open Offer or dealings in the Offer Shares in the secondary market.

Upon such notice being given by Pine River together with any other Underwriter, the obligations of the parties under the Underwriting Agreement shall terminate forthwith and no party will have any claim against any other for costs, damages, compensation or otherwise (save in respect of certain rights or obligations under the Underwriting Agreement including rights of the parties thereto in respect of any antecedent breach). If Pine River and any other Underwriter exercise such right, the Open Offer will not proceed and a further announcement will be made.

Refund cheques in respect of the Offer Shares, if the Open Offer is terminated, shall be despatched by ordinary post on Friday, 7 August 2015 to the applicants at their own risk.

### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation may at the Company's discretion be rejected, and in the event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

### STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

### SHARE CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfilment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on Friday, 7 August 2015 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

### GENERAL

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



IRC Limited 鐵江現貨有限公司

**IRC LIMITED**  
**鐵江現貨有限公司**  
(於香港註冊成立之有限公司)  
(股份代號：1029)

**重要事項**

1. 合資格股東將無權申請任何超出彼等各自保證配額之發售股份。
2. 發售股份之零碎配額將不予發行，惟將會彙集及由包銷商承購。本公司將不會配發任何發售股份之碎股。
3. 除非本公司全權酌情決定，不合資格股東禁止申請任何發售股份。
4. 概不會就收到之申請款項發出收據，惟預期有關申請的全數或部份發售股份之股票，將於二零一五年八月七日(星期五)以平郵方式按本申請表格上所列地址寄交申請人或(如屬聯名申請人)名列首位之申請人，郵誤風險概由彼等自行承擔。
5. 填妥本申請表格即表示合資格股東指示及授權本公司及/或卓佳證券登記有限公司或由其就此指名之任何人士代表合資格股東辦理本申請表格或其他文件之任何登記手續，以及全面進行有關公司或人士認為必要或合宜之所有其他事宜，以根據章程所述之安排，將合資格股東所申請之發售股份登記在合資格股東名下。
6. 發售股份之認購人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
7. 本公司收到股款後將隨即過戶，所賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將可不獲受理。
8. 公開發售之配額乃按保證基準作出，不得轉讓亦不得放棄。
9. 本公司保留酌情權拒絕任何未符合本申請表格所載手續之發售股份的申請。
10. 任何人士如在獲准區域境外任何地區或司法權區接獲本章程及/或申請表格，概不應視為申請發售股份之要約或邀請，除非有關要約或邀請可在有關司法權區合法提出而毋須遵守任何登記或其他法律或監管規定，則作別論。任何於香港境外之人士(包括實益擁有人)如有意申請發售股份，均有責任自行遵守所有相關司法權區之法律及規例，包括取得任何政府或其他方面之同意及就此繳付有關司法權區規定須繳付之任何稅項及徵費。倘本公司相信就此會觸犯適用的證券法規或任何司法權區的其他法律或法規，則本公司保留拒絕接納有關發售股份任何申請的權利。填妥並交回申請表格即表示相關申請人向本公司保證及聲明，該申請人已經妥為遵守香港以外所有相關地區有關接納發售股份之一切登記、法律及監管規定。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。

任何居住於香港以外地方之人士填妥並交回本申請表格，即表示有關人士向本公司保證及聲明，是次申請已全面遵守有關司法權區所有登記、法律及監管規定。為免生疑，香港結算或香港中央結算(代理人)有限公司概不受任何該等聲明及保證所規限。

**申請手續**

閣下可透過填寫本申請表格申請相等於或少於乙欄所列 閣下獲保證配發之發售股份數目。

倘 閣下欲申請少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上欲申請之發售股份數目及應繳股款總額(以申請之發售股份數目乘以0.315港元計算)。倘所收到之相應股款金額少於所填上之發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表之發售股份數目。

填妥本申請表格並將相應之股款繫釘其上後，請將表格對摺並於二零一五年七月三十一日(星期五)下午四時正之前交回卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票必須以香港持牌銀行開立之賬戶開出，銀行本票必須由香港持牌銀行發出，註明抬頭人為「IRC Limited」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視乎情況而定)所示之相應股款於二零一五年七月三十一日(星期五)下午四時正之前已經收妥，否則 閣下申請任何發售股份之權利以及一切有關權利將視為已放棄，並將被註銷。

**終止包銷協議**

Pine River連同任何其他包銷商可全權酌情決定(以真誠之方式行事)於發生下列事件時，於最後終止時間前向本公司發出書面通知廢除或終止包銷協議：

- (A) 發生任何事宜或情況致使包銷協議所載任何條件變成不能於指定時間達成；或
- (B) 本公司所提供之保證失實、不正確或有所誤導或發生任何事項或事件可合理預期將引致由本公司所提供的任何保證失實、不正確或有所誤導；或
- (C) 本公司任何承諾或包銷協議項下之責任遭嚴重違反；或
- (D) 章程所載之任何陳述於任何重大方面變為或被發現屬失實、不正確、不完整或有所誤導；或
- (E) 本集團業務、資產、經營業績、股東權益或整體財務狀況及營業狀況或前景出現任何對本集團或公開發售的內容或包銷商於包銷協議項下之責任而言屬重大之不利變動；或
- (F) 聯交所已撤回所有發售股份的買賣及上市批准；或
- (G) 發售股份得以獲接納為合資格證券以在中央結算系統被寄存、結算及交收之任何條件未獲達成或本公司接獲香港結算通知，表示持有及作結算用途之有關接納事宜或措施已經或將會遭拒絕；或
- (H) 發生任何事宜或被發現本公司須刊發補充章程；或
- (I) 任何關於或涉及下列方面之事件、連串事件或情況(不論是否可以預見)已出現、發生生效或為公眾所知：
  - (i) 香港、國家或國際金融、政治、軍事、工業、經濟、法律、財務、監管或證券市場事件或情況、匯率或外匯管制出現任何變動(不論是否永久)；或
  - (ii) 香港發生或出現影響該等地區屬於於不可抗力事件性質之任何事件或情況，包括(但不限於)任何政府行動、經濟制裁、罷工或停工(不論是否受保險保障)、暴亂、火災、爆炸、水災、地震、內亂、戰亂或宣戰、爆發敵對狀態或敵對狀態升級(無論是否宣戰或已宣戰)、恐怖活動(無論是否已承認責任)、天災、疫症、流行病、爆發傳染病、宣佈進入緊急或災難或危機狀態；或
  - (iii) 中國、香港、歐盟或美國當局宣佈商業銀行業務銀行業活動全面暫停；或
  - (iv) 聯交所、倫敦證券交易所、紐約證券交易所或納斯達克全面停市、暫停買賣或限制股份或證券交易或設定最低價格，或香港之商業銀行或證券交收或結算服務出現任何重大中斷；或
  - (v) 香港或本集團任何成員公司開展或經營其業務所在任何其他地區頒佈任何新法例或規例，或出現預期涉及現有法例或規例變動之任何變動或任何事態發展；或
  - (vi) 股份暫停買賣(但(i)有待就公開發售刊登公告或(ii)暫停買賣並非與對本集團公開發售內容而言屬重大之事項或發生事件有關，且有關暫停買賣在其交易日開始後並無得以繼續則除外)；

上文(I)段所指之事件及情況的影響個別或共同對本集團整體上或公開發售或於二級市場買賣發售股份屬或可能屬重大不利，或已經或可能產生重大不利影響。

於Pine River連同任何其他包銷商發出通知後，訂約方所涉包銷協議之責任將隨即終止，任何一方概不得就任何費用、損害、補償或其他事項向任何其他訂約方提出任何申索，惟與之前任何連約相關的包銷協議若干權利或責任(包括訂約方之權利)而涉及者除外。倘Pine River及任何其他包銷商行使有關權利，則公開發售將不會進行且將另行刊登公告。

倘公開發售獲終止，有關發售股份之退款支票將予二零一五年八月七日(星期五)以平郵方式寄交申請人，郵誤風險概由彼等自行承擔。

**支票及銀行本票**

所有支票及銀行本票均將於收妥後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及遞交本申請表格連同申請發售股份之付款支票或銀行本票，將構成 閣下保證支票或銀行本票將可於首次過戶時兌現。凡辦理申請但隨附支票或銀行本票在首次過戶時未能兌現者，可由本公司全權決定拒絕受理；在此情況下，該保證配額及一切有關權利將視為已放棄論，並將被註銷。

**發售股份之地位**

發售股份(於繳足股款及配發後)將在各方面均與於配發日期之已發行股份享有同等權益。發售股份持有人將有權收取於發售股份配發及發行日期或之後所宣派、作出或派付之一切日後股息及分派。

**發售股份之股票**

待公開發售的各項條件獲達成後，發售股份之股票預期於二零一五年八月七日(星期五)以平郵方式寄發予有權收取此等股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將會就全部以 閣下名義登記之相關發售股份獲發一張股票。

**一般事項**

本申請表格於獲發給此申請表格之人士簽署後，一經交回，即為交回之人士有權處理本申請表格及收取發售股份之有關股票之確證。

本申請表格及據此申請發售股份均須受香港法例監管，並按其詮釋。



IRC Limited 鐵江現貨有限公司

**IRC LIMITED**  
**鐵江現貨有限公司**

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)

(Stock Code: 1029)  
(股份代號: 1029)

To: IRC Limited  
致: 鐵江現貨有限公司

Dear Sirs,  
敬啟者:

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.315 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply such Offer Shares on the terms and conditions of the Prospectus dated 17 July 2015 and subject to the articles of association of the Company. I/We hereby authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列股份之登記持有人，現申請乙欄(或倘已填妥丁欄，則丁欄)所列配額之發售股份數目，並附上按每股發售股份0.315港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此按照日期為二零一五年七月十七日之章程所載之條款及條件，並在 貴公司之組織章程細則限制下申請有關數目之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為有關發售股份之持有人，並請 貴公司將有關股票按背頁所列地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

\*\* cheques must be drawn on an account with, or bankers' cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "IRC Limited" and crossed "Account Payee Only" (see the section headed "PROCEDURES FOR APPLICATION" as set out overleaf).

\*\* 支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「IRC Limited」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出(詳情請參閱背頁所載之「申請手續」一節)。

Contact telephone no. 聯絡電話號碼:	
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Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date 日期: \_\_\_\_\_

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (為丁欄所列明之總數或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (為丁欄所列明之股款總額或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		