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IRC Limited 鐵江現貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1029)

INSIDE INFORMATION
DISPOSAL OF ENTIRE STAKE BY A SUBSTANTIAL SHAREHOLDER
AND CHANGE OF SINGLE LARGEST SHAREHOLDER
AND RESUMPTION OF TRADING

Thursday, 9 December 2021: This announcement is made by IRC Limited (“**IRC**” or the “**Company**”, together with its subsidiaries, the “**Group**”; Stock Code 1029) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the Company’s announcement dated 6 December 2021 disclosing that, among other things, Petropavlovsk PLC had disposed of 29.86% of the total issued share capital of the Company, to Stocken Board AG (“**Stocken**”). On 8 December 2021 (after trading hours), the Company received Disclosure of Interest Forms under Part XV of the SFO through the Disclosure of Interests Online System of the Hong Kong Exchanges and Clearing Limited disclosing that Stocken has entered into two sale and purchase agreements to dispose of the entire 29.86% stake in the Company. The Disclosure of Interest Forms state that:

- (i) Stocken entered into a sale and purchase agreement with Gazprombank (through its wholly-owned subsidiary Cerisier Ventures Limited) for Gazprombank to purchase 1,708,762,542 ordinary shares of the Company (representing 24.07% of the total issued share capital of the Company as at the date of this announcement) at a consideration of US\$0.0179 (equivalent to approximately HK\$0.1396) per ordinary share; and
- (ii) Stocken entered into a sale and purchase agreement with Mr Dmitry Bakatin (through his wholly-owned company Major Mining Partner (CY) Limited) for Mr Bakatin to purchase 411,237,458 ordinary shares of the Company (representing 5.79% of the total issued share capital of the Company as at the date of this announcement) at a consideration of US\$0.0057 (equivalent to approximately HK\$0.0445) per ordinary share.

The Disclosure of Interest Forms disclose that the two sale and purchase agreements became legally binding on 3 December 2021, but do not disclose whether or not the transactions have been completed.

Investors and shareholders of the Company will be aware that Gazprombank is the Group's lender pursuant to two project finance facilities entered into in December 2018. Save as disclosed and so far as the Company is aware, Gazprombank is a third party independent of and not connected with the Company and its connected persons. So far as the Company is aware, Mr Bakatin is a third party independent of and not connected with the Company and its connected persons.

The shareholding structure of the Company: (a) immediately prior to completion of the sale and purchase agreements; and (b) immediately following completion of the sale and purchase agreements, is as follows:

	Immediately prior to completion of the sale and purchase agreements		Immediately following completion of the sale and purchase agreements	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Stocken	<u>2,120,000,000</u>	<u>29.86%</u>	<u>0</u>	<u>0.00%</u>
Gazprombank (through its wholly-owned subsidiary Cerisier Ventures Limited)	0	0.00%	1,708,762,542	24.07%
Mr Dmitry Bakatin (through his wholly-owned company Major Mining Partner (CY) Limited)	0	0.00%	411,237,458	5.79%
Other shareholders	<u>4,979,714,381</u>	<u>70.14%</u>	<u>4,979,714,381</u>	<u>70.14%</u>
	<u>7,099,714,381</u>	<u>100.00%</u>	<u>7,099,714,381</u>	<u>100.00%</u>

Based on the Disclosure of Interest Forms and upon completion of the sale and purchase agreements (assuming this has not occurred as at the date of this announcement), the Company understands that: (i) Stocken will cease to hold any shares in the Company and cease to be a shareholder in the Company; and (ii) Gazprombank will become a substantial shareholder holding 24.07% of the issued share capital of the Company and will be the largest single shareholder of the Company.

Resumption of trading

Reference is made to the Company's announcement dated 9 December 2021, pursuant to which it was disclosed that all dealings in the shares of the Company were halted with effect from 9:00 a.m. on 9 December 2021.

Application will be made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading of the shares of the Company expectedly with effect from 9:00 a.m. on 10 December 2021.

Shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

The figures in US\$ are converted into HK\$ at the rate of US\$1 = HK\$7.80 for indicative purposes only.

By Order of the Board
IRC Limited
Yury Makarov
Chief Executive Officer

Hong Kong, People's Republic of China
Thursday, 9 December 2021

As at the date of this announcement, the Executive Director of the Company is Mr Yury Makarov. The Non-Executive Directors are Mr Peter Hambro and Mr Danila Kotlyarov. The Independent Non-Executive Directors are Mr Daniel Bradshaw, Mr Jonathan Martin Smith, Mr Raymond Kar Tung Woo and Mr Martin Davison.

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