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IRC Limited 鐵江現貨有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 1029)

- (1) RESIGNATION OF DIRECTORS, CHAIRMAN AND DEPUTY CHAIRMAN OF THE BOARD;**
- (2) APPOINTMENT OF DIRECTORS AND APPOINTMENT OF DIRECTORS TO BOARD COMMITTEES;**
- (3) RE-DESIGNATION OF DIRECTOR;**
- (4) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**
- (5) CHANGE OF AUTHORISED REPRESENTATIVE;**
- AND**
- (6) UPDATE ON PROPOSED CAPITAL REDUCTION**

The Board announces the following changes to its Board with effect from 25 May 2022:

- each of the existing directors of the Company (other than Mr Levitskii and Mr Dobryak) has resigned as directors of the Company;
- each of Ms Ozhegina, Mr Romanenko and Mr Sheremet has been appointed as independent non-executive directors of the Company; and
- Mr Levitskii has been re-designated as the Chairman of the Board.

In connection with the Board changes, Mr Levitskii will replace Mr Kotlyarov as an authorised representative of the Company.

Each of the Board Committees of the Company has been reconstituted following these changes to the Board, as set out below.

The Board also announces that it does not expect to proceed with the proposed capital reduction in the first half of 2022. The newly constituted Board will evaluate the proposed capital reduction and will make a further announcement about this in due course.

RESIGNATION OF DIRECTORS, CHAIRMAN AND DEPUTY CHAIRMAN OF THE BOARD

Reference is made to the announcement of IRC Limited (“**IRC**” or the “**Company**”, together with its subsidiaries, the “**Group**”; Stock code 1029) of today’s date regarding the resignation of Mr Yury Makarov and Mr Danila Kotlyarov from the Board of Directors (the “**Board**”) of the Company and Mr Makarov’s resignation as the Chief Executive Officer of the Company.

The Board announces that Mr Peter Charles Percival Hambro (“**Mr Hambro**”), Mr Daniel Rochfort Bradshaw (“**Mr Bradshaw**”), Mr Jonathan Eric Martin Smith (“**Mr Martin Smith**”), Mr Raymond Kar Tung Woo (“**Mr Woo**”) and Mr Martin Joseph Davison (“**Mr Davison**”) (together the “**Resigning Directors**”) have tendered their resignations as directors of the Company with effect from 25 May 2022.

The Resigning Directors have resigned due to their concerns in respect of geopolitical tensions from the conflict in Ukraine. In this regard:

- (i) Mr Hambro has resigned as a non-executive director of the Company and as the Chairman of the Board and ceased to be the Chairman of the Nomination Committee of the Company;
- (ii) Mr Bradshaw has resigned as an independent non-executive director of the Company and as the Deputy Chairman of the Board and ceased to be the Chairman of the Health, Safety and Environment Committee and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (iii) Mr Martin Smith has resigned as an independent non-executive director of the Company and ceased to be the Chairman of the Remuneration Committee and a member of the Audit Committee, the Nomination Committee and the Health, Safety and Environment Committee of the Company;
- (iv) Mr Woo has resigned as an independent non-executive director of the Company and ceased to be the Chairman of the Audit Committee and a member of the Health, Safety and Environment Committee of the Company; and
- (v) Mr Davison has resigned as an independent non-executive director of the Company and ceased to be a member of the Remuneration Committee and the Nomination Committee of the Company.

Each of the Resigning Directors has confirmed that he has no disagreement with the Board nor are there any matters connected with his resignation which need to be brought to the attention of the shareholders and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude for the valuable contributions of the Resigning Directors during their tenure of office as directors of the Company.

CHANGES IN COMPOSITION OF THE BOARD AND BOARD COMMITTEES

The Board is pleased to announce that, following the recommendation of the Company's Nomination Committee, the Board has appointed:

- (i) Ms Natalia Klimentievna Ozhegina (“**Ms Ozhegina**”), as an independent non-executive director of the Company;
- (ii) Mr Alexey Mihailovich Romanenko (“**Mr Romanenko**”), as an independent non-executive director of the Company; and
- (iii) Mr Vitaly Georgievich Sheremet (“**Mr Sheremet**”), as an independent non-executive director of the Company.

The Board considers that Ms Ozhegina, Mr Romanenko and Mr Sheremet (together the “**New Directors**”) will add to the diversity of the skills and experience of the Board. The New Directors have been appointed to the Board with effect from 25 May 2022.

The Board is also pleased to announce that with effect from 25 May 2022:

- the New Directors have been appointed to various Board Committees of the Company (details of which are set out below);
- Mr Nikolai Valentinovich Levitskii (“**Mr Levitskii**”) has been re-designated as the Chairman of the Board and has been appointed as the Chairman of the Nomination Committee and a member of the Remuneration Committee; and
- Mr Dmitry Dobryak has been appointed as the Chairman of the Remuneration Committee and a member of the Nomination Committee.

FURTHER INFORMATION

Ms Natalia Klimentievna Ozhegina, aged 51, is currently the Deputy Director of the International Institute for Energy Policy and Innovation Management, MGIMO Ministry of Foreign Affairs of the Russian Federation. Ms Ozhegina has more than 30 years of experience in public administration, law and human resources. Her previous roles include the Deputy General Director of PJSC Russian Grids for Human Resources Management and the Deputy Chairman of the Management Board of PJSC Federal Grid Company. Ms Ozhegina is a lawyer qualified in Russia.

As at the date of this announcement, Ms Ozhegina does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**the SFO**”).

Ms Ozhegina does not have any relationship with any directors, senior management, or any substantial or controlling shareholders of the Company, and has not held any directorships in other listed companies, whether in Hong Kong or overseas, in the last three years. Save for her appointment as an independent non-executive director, as the Chairman of the Health, Safety and Environment Committee and as a member of the Remuneration Committee and the Nomination Committee, Ms Ozhegina does not hold any position with the Company or any subsidiary of the Company.

Ms Ozhegina further confirmed that she meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Ms Ozhegina entered into a letter of appointment to serve as an independent non-executive director of the Company commencing from 25 May 2022 for a term of three years. Either Ms Ozhegina or the Company may terminate such appointment at any time by giving twelve months’ written notice. As Ms Ozhegina has been appointed by the Board, in accordance with the Company’s articles of association, Ms Ozhegina shall hold office until the date of the annual general meeting of the Company and will then be eligible for re-election. Ms Ozhegina shall receive a fee of US\$114,000 (approximately HK\$895,000) per annum, which may be varied from time to time by the Company’s Remuneration Committee having regard to the level of remuneration being paid to other independent non-executive directors of the Company from time to time. The fee for Ms Ozhegina was determined by the Remuneration Committee of the Company with reference to her duties and responsibilities for serving on the Board. Ms Ozhegina’s fee is set out in her letter of appointment with the Company.

Mr Alexey Mihailovich Romanenko, aged 44, is currently the Senior Partner and Chairman of the Board of Directors of NEO Center. Mr Romanenko has more than 20 years of experience in management consulting, auditing, and financial management. His previous roles include Managing Director of Alvarez and Marshal LLP, Partner and Head of Management Consulting of KPMG Russia and CIS and Audit Partner of KPMG Russia and CIS. Mr Romanenko is a fellow member of the ACCA and CPA and a certified auditor in Russia.

As at the date of this announcement, Mr Romanenko does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr Romanenko does not have any relationship with any directors, senior management, or any substantial or controlling shareholders of the Company, and has not held any directorships in other listed companies, whether in Hong Kong or overseas, in the last three years. Save for his appointment as an independent non-executive director, as the Chairman of the Audit Committee and as a member of the Health, Safety and Environment Committee, Mr Romanenko does not hold any position with the Company or any subsidiary of the Company.

Mr Romanenko further confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr Romanenko entered into a letter of appointment to serve as an independent non-executive director of the Company commencing from 25 May 2022 for a term of three years. Either Mr Romanenko or the Company may terminate such appointment at any time by giving twelve months' written notice. As Mr Romanenko has been appointed by the Board, in accordance with the Company's articles of association, Mr Romanenko shall hold office until the date of the annual general meeting of the Company and will then be eligible for re-election. Mr Romanenko shall receive a fee of US\$114,000 (approximately HK\$895,000) per annum, which may be varied from time to time by the Company's Remuneration Committee having regard to the level of remuneration being paid to other independent non-executive directors of the Company from time to time. The fee for Mr Romanenko was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities for serving on the Board. Mr Romanenko's fee is set out in his letter of appointment with the Company.

Mr Vitaly Georgievich Sheremet, aged 46, has more than 20 years of extensive experience in auditing and risk management. His previous roles include Audit and Advisory Partner of KPMG Russia and CIS and Audit and Risk Management Partner of BDO Russia. Mr Sheremet is a fellow member of the ACCA and a certified auditor in Russia.

As at the date of this announcement, Mr Sheremet does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr Sheremet does not have any relationship with any directors, senior management, or any substantial or controlling shareholders of the Company, and has not held any directorships in other listed companies, whether in Hong Kong or overseas, in the last three years. Save for his appointment as an independent non-executive director and as a member of the Audit Committee and the Health, Safety and Environment Committee, Mr Sheremet does not hold any position with the Company or any subsidiary of the Company.

Mr Sheremet further confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr Sheremet entered into a letter of appointment to serve as an independent non-executive director of the Company commencing 25 May 2022 for a term of three years. Either Mr Sheremet or the Company may terminate such appointment at any time by giving twelve months' written notice. As Mr Sheremet has been appointed by the Board, in accordance with the Company's articles of association, Mr Sheremet shall hold office until the date of the annual general meeting of the Company and will then be eligible for re-election. Mr Sheremet shall receive a fee of US\$114,000 (approximately HK\$895,000) per annum, which may be varied from time to time by the Company's Remuneration Committee having regard to the level of remuneration being paid to other independent non-executive directors of the Company from time to time. The fee for Mr Sheremet was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities for serving on the Board. Mr Sheremet's fee is set out in his letter of appointment with the Company.

Mr Nikolai Valentinovich Levitskii, aged 49, is a non-executive director of the Company, having joined the Board in March 2022, and has now been re-designated as Chairman of the Board. He is head of the representative office of Axiomi Consolidation Limited (“**Axiomi**”) and the general director of LLC “Investment company “Axioma”. Mr Levitskii has spent 30 years in the sectors of mining, oil and gas and banking in Russia. Mr Levitskii was the President and Co-Founder of JSC “Geotech Holding” from 2007 to 2016 and the General Director of CJSC “Mineral and chemical company “EuroChem” from 2001 to 2003. Mr Levitskii received a bachelor’s degree in Business Administration in Economic Sciences from the Voznesenski Leningrad Institute of Economics and Finance (renamed as Saint Petersburg State University of Economics and Finance).

As at the date of this announcement, Mr Levitskii (through Axiomi, a company wholly-owned by Mr Levitskii) is interested in 2,120,000,000 shares of the Company representing 29.86% of the issued share capital of the Company. Save as disclosed herein, he does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr Levitskii has not held any directorships in other listed companies, whether in Hong Kong or overseas, in the last three years. Save for his position as Chairman of the Board, as a non-executive director, as Chairman of the Nomination Committee and as a member of the Remuneration Committee, Mr Levitskii does not hold any position with the Company or any subsidiary of the Company. Mr Levitskii previously signed a letter of appointment to serve as a non-executive director of the Company for a term of three years. Either Mr Levitskii or the Company may terminate such appointment at any time by giving twelve months’ written notice. Mr Levitskii will hold office until the date of the annual general meeting of the Company and will then be eligible for re-election. Mr Levitskii shall receive a fee of US\$210,000 (approximately HK\$1,648,000) per annum, which may be varied from time to time by the Company’s Remuneration Committee having regard to the level of remuneration being paid to the Chairman and other non-executive directors of the Company from time to time. The fee for Mr Levitskii was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities for serving on the Board. Mr Levitskii’s letter of appointment with the Company has been supplemented to include his fee.

Mr Dmitry Vsevolodovich Dobryak, aged 53, is an independent non-executive director of the Company, having joined the Board in March 2022. Mr Dobryak previously signed a letter of appointment to serve as an independent non-executive director of the Company for a term of three years. Mr Dobryak shall receive a fee of US\$114,000 (approximately HK\$895,000) per annum, which may be varied from time to time by the Company’s Remuneration Committee having regard to the level of remuneration being paid to other independent non-executive directors of the Company from time to time. The fee for Mr Dobryak was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities for serving on the Board. Mr Dobryak’s letter of appointment with the Company has been supplemented to include his fee.

Save as disclosed herein, the Board is not aware of any other matters relating to the appointment of Ms Ozhegina, Mr Romanenko and Mr Sheremet as independent non-executive directors nor the re-designation of Mr Levitskii that need to be brought to the attention of the shareholders of the Company nor is there any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that Mr Danila Kotlyarov has relinquished his role as the authorised representative of the Company with effect from 25 May 2022. Mr Levitskii has been appointed as an authorised representative of the Company with effect from 25 May 2022.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Please refer to the List of Directors and Their Role and Function published by the Company on the same date as this announcement for details of the full membership of each Board Committee as at the date of this announcement.

PROPOSED CAPITAL REDUCTION

Reference is made to the Company's announcement dated 16 February 2022 disclosing that the Company intended to proceed with the proposed capital reduction in the first half of 2022. The Board wishes to update the shareholders of the Company that it does not expect to proceed with the proposed capital reduction in the first half of 2022. The newly constituted Board will evaluate the proposed capital reduction and will make a further announcement about the proposed capital reduction in due course.

Commenting on the management changes, Nikolai Levitskii, Non-Executive Chairman of IRC said: *"I am excited to be the Chairman of IRC and will be guiding the Company's long-term strategies to enhance the shareholders' value. We are pleased to welcome Natalia, Alexey, and Vitaly to the IRC Board and are confident that their extensive knowledge, independent vision and constructive ideas will improve the Group's operating performance and corporate governance. This is a new chapter of IRC and the Board is looking forward to collaborating with the dedicated workforce to continue to unlock the Company's potential. On behalf of the Board, I would like to thank our former directors for their valuable perspectives and dedication to IRC over the past years. Their contributions and thoughtful insights are appreciated."*

By Order of the Board
IRC Limited
Nikolai Levitskii
Chairman of the Board

Hong Kong, People's Republic of China
Wednesday, 25 May 2022

As at the date of this announcement, the Non-Executive Director is Mr Nikolai Levitskii. The Independent Non-Executive Directors are Mr Dmitry Dobryak, Ms Natalia Ozhegina, Mr Alexey Romanenko and Mr Vitaly Sheremet.

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