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## **IGG INC**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 799)**

# **GRANT OF SHARE OPTIONS UNDER THE SHARE OPTION SCHEME GRANT OF AWARDED SHARES UNDER THE SHARE AWARD SCHEME AND GRANT OF TAPCASH SHARE OPTIONS UNDER THE TAPCASH SUBSIDIARY SHARE OPTION SCHEME**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Listing Rules.

On 10 September 2015, the Board (including all independent non-executive Directors) based on the recommendation by the remuneration committee, resolved to grant a total of 100,000 Share Options to subscribe for 100,000 Shares of the Company, pursuant to the Share Option Scheme, subject to the acceptances by the Share Option Grantees. The details of the Share Options granted are as follows:

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$2.94 per Share, which represents the highest of (1) the nominal value of the Share; (2) the closing price of HK\$2.94 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$2.84 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

The Share Options granted shall vest in the Share Option Grantees in accordance with the timetable below, each with an exercise period commencing from the relevant Share Option Vesting Date and ending 10 years after the Date of Grant (for this purpose, the date or each such date on which the Share Options are to vest being hereinafter referred to as a “**Share Option Vesting Date**”):

<b>Share Option Vesting Date</b>	<b>Percentage of Shares Options to Vest</b>
10 September 2016	25% of the total number of Share Options granted
10 September 2017	25% of the total number of Share Options granted
10 September 2018	25% of the total number of Share Options granted
10 September 2019	25% of the total number of Share Options granted

None of the Share Option Grantees is a Director, chief executive or substantial shareholder of the Company or an associate of any of them.

## **AWARDED SHARES**

### **Grant of Awarded Shares**

Reference is made to the announcement of the Company in relation to the adoption of the Share Award Scheme on 24 December 2013.

On 10 September 2015, the Board (including all independent non-executive Directors) based on the recommendation of the remuneration committee, resolved to grant a total of 1,000,000 Awarded Shares to the Share Award Grantees of the Group pursuant to the Share Award Scheme at nil consideration, subject to the acceptances by the Share Award Grantees. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Share Award Grantees is a third party independent of the Company and connected persons of the Company.

The 1,000,000 Awarded Shares to be granted to the Share Award Grantees represent approximately 0.07% of the issued share capital of the Company as at the date of this announcement. The 1,000,000 Awarded Shares represent the value of HK\$2,940,000, taking into account of the closing price of HK\$2.94 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant.

The details of the Awarded Shares granted are as follows:

The Awarded Shares granted shall vest in the Share Award Grantees in accordance with the schedule below (for this purpose, the date or each such date on which the Awarded Shares are to vest being hereinafter referred to as a “**Share Award Vesting Date**”):

<b>Share Award Vesting Date</b>	<b>Percentage of Awarded Shares to Vest</b>
On 10 September 2016	25% of the total number of Awarded Shares granted
On 10 September 2017	25% of the total number of Awarded Shares granted
On 10 September 2018	25% of the total number of Awarded Shares granted
On 10 September 2019	25% of the total number of Awarded Shares granted

Once vested, at the request of the relevant Share Award Grantees, the Awarded Shares can be transferred to the relevant Share Award Grantees from the Trustee, or the Trustee can sell the vested Awarded Shares for them and subsequently transfer the income arising from such sales to the relevant Share Award Grantees.

#### **Grant of cash to Trustee for purchase of Awarded Shares**

In connection with the grant of Awarded Shares, on 10 September 2015, the Board further resolved that the Company will grant a sum of US\$2.0 million from its internal resources to the Trustee for purchase of Awarded Shares from the open market pursuant to the Share Award Scheme. Subject to the black-out restrictions under the Share Award Scheme, the Trustee shall arrange to utilize the sum of US\$2.0 million to purchase the maximum number of board lots of Shares from the open market within 30 calendar days after the receipt of any cash to make sure there are sufficient Awarded Shares to be vested to the Share Award Grantees at the relevant Share Award Vesting Date. Upon purchase of the Awarded Shares, the Trustee will hold the Awarded Shares on trust for the relevant Share Award Grantees in accordance with the Share Award Scheme. The Awarded Shares held by the Trustee shall be vested to the Share Award Grantees in accordance with the vesting schedule determined by the Board upon all vesting conditions specified by the Board having been satisfied.

## GRANT OF TAPCASH SHARE OPTIONS

Reference is made to the circular of the Company dated 31 March 2015 in relation to the adoption of the Tapcash Subsidiary Share Option Scheme.

On 10 September 2015, the board of directors of Tapcash Cayman resolved to grant a total of 1,480,000 Tapcash Share Options to subscribe for 1,480,000 Tapcash Cayman Shares, representing 2.96% of the issued share capital of Tapcash Cayman as of the date of this announcement, pursuant to the Tapcash Subsidiary Share Option Scheme, subject to the acceptances by the Tapcash Share Option Grantees. The details of the Tapcash Share Options granted are as follows:

Each Tapcash Share Option shall entitle the holder of the Tapcash Share Option to subscribe for one Tapcash Cayman Share upon the exercise of such Tapcash Share Option at an exercise price of US\$0.06 per Tapcash Cayman Share, which exercise price was determined by the board of directors of Tapcash Cayman in its discretion in accordance with the terms of the Tapcash Subsidiary Share Option Scheme.

The Tapcash Share Options granted shall vest in the Tapcash Share Option Grantees in accordance with the timetable below, and exercisable in accordance with the terms and condition specified in the share option agreement to be entered into between each Tapcash Share Option Grantee and Tapcash Cayman and ending 10 years after the Date of Grant (for this purpose, the date or each such date on which the Tapcash Share Options are to vest being hereinafter referred to as a “**Tapcash Share Option Vesting Date**”):

<b>Tapcash Share Option Vesting Date</b>	<b>Percentage of Tapcash Share Options to Vest</b>
On 10 September 2016	25% of the total number of Tapcash Share Options granted
On 10 September 2017	25% of the total number of Tapcash Share Options granted
On 10 September 2018	25% of the total number of Tapcash Share Options granted
On 10 September 2019	25% of the total number of Tapcash Share Options granted

Among the 1,480,000 Tapcash Share Options granted, the following were granted to connected persons of the Company:

<b>Name</b>	<b>Capacity</b>	<b>Number of Tapcash Share Options granted</b>
Ms. Meijia Chen <sup>(1)</sup>	a director of IGG HK	32,000
Mr. Neng Xu <sup>(2)</sup>	a director of IGG Canada	32,000
Ms. Xiaoming Yang	a director of IGG Canada	20,000

*Notes:*

1. Ms. Meijia Chen is the cousin of Mr. Yuan Xu, an executive Director of the Company.
2. Mr. Neng Xu is the brother of Mr. Yuan Xu, an executive Director of the Company.

Save as disclosed above, none of the Tapcash Share Option Grantees is a Director, chief executive or substantial shareholder of the Company or an associate of any of them.

## **DEFINITIONS**

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Awarded Shares”	the 1,000,000 awarded shares granted to the Share Award Grantees pursuant to the Share Award Scheme on the Date of Grant
“Board”	the board of Directors
“Company”	IGG Inc, an exempted company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Date of Grant”	10 September 2015, the date on which the Share Options, the Awarded Shares and the Tapcash Share Options are granted

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IGG Canada”	IGG.com Canada Inc., a company incorporated under the laws of Canada on 30 January 2014 and a wholly-owned subsidiary of the Group
“IGG HK”	Skyunion Hong Kong Holdings Limited (天盟香港控股有限公司), a company incorporated under the laws of Hong Kong on 20 February 2006 and a wholly-owned subsidiary of the Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Award Grantee(s)”	the grantees selected by the Board on 10 September 2015, to whom the Awarded Shares are granted on the same date by the Board pursuant to the terms of the Share Award Scheme
“Share Award Scheme”	the share award scheme adopted by the Company on 24 December 2013
“Share(s)”	means ordinary share(s) of US\$0.0000025 each in the share capital of the Company
“Share Options”	the 100,000 share options granted to the Share Option Grantees pursuant to the Share Option Scheme on the Date of Grant
“Share Option Grantee(s)”	the grantees selected by the Board on 10 September 2015, to whom the Share Options are granted on the same date by the Board pursuant to the terms of the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2013 by a resolution of all shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto under the Listing Rules

“Tapcash Cayman”	Tap Media Technology Inc., an exempted company incorporated under the laws of the Cayman Islands with limited liability on 11 November 2014, a subsidiary of the Group
“Tapcash Cayman Share(s)”	means ordinary share(s) of US\$0.00025 each in the capital of Tapcash Cayman
“Tapcash Share Option Grantee(s)”	the grantees selected by the board of directors of Tapcash Cayman on 10 September 2015, to whom the Tapcash Share Options are granted on the same date pursuant to the terms of the Tapcash Subsidiary Share Option Scheme
“Tapcash Share Options”	the 1,480,000 share options granted to the Tapcash Share Option Grantees pursuant to the Tapcash Subsidiary Share Option Scheme on the Date of Grant
“Tapcash Subsidiary Share Option Scheme”	the share option scheme of Tapcash Cayman and its subsidiaries approved by the shareholders of the Company on 5 May 2015, the principal terms of which were summarized in the circular of the Company dated 31 March 2015
“Trustee”	Computershare Hong Kong Trustees Limited, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed
“Trust Deed”	a trust deed in relation to the Share Award Scheme for the Company to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time)
“US\$”	United States dollars, the lawful currency of the United States of America

By order of the Board  
**IGG INC**  
**Zongjian Cai**  
*Chairman*

Hong Kong, 10 September 2015

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Zongjian Cai, Mr. Yuan Xu and Mr. Hong Zhang; two non-executive Directors, namely, Mr. Xiaojun Li and Mr. Yuan Chi; and three independent non-executive Directors, namely, Dr. Horn Kee Leong, Mr. Dajian Yu and Ms. Zhao Lu.*