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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in IGG Inc (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### **IGG INC**

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

**(Stock Code: 799)**

## **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, ELECTION AND RE-ELECTION OF DIRECTORS AND NOTICE OF AGM**

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A notice convening the AGM of the Company to be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:30 a.m. is set out on pages 24 to 28 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

22 April 2016

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 24 to 28 of this circular
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“BVI”	British Virgin Islands
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	IGG Inc, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it under Listing Rules and unless the context requires otherwise, refers to Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Ms. Kai Chen (spouse of Mr. Zongjian Cai), Mr. Zhixiang Chen, Mr. Yuan Xu and Mr. Hong Zhang
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Duke Online”	Duke Online Holdings Limited, an exempted company incorporated under the laws of the BVI on 10 September 2007 with limited liability, the entire issued share capital of which is owned by Mr. Zongjian Cai

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## DEFINITIONS

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“Edmond Online”	Edmond Online Holdings Limited, an exempted company incorporated under the laws of the BVI on 10 September 2007 with limited liability, 80% of the issued share capital of which is owned by Mr. Yuan Chi
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares bought back under the Buy-back Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	12 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	Stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options markets which the stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 12 November 2008 and amended by written resolutions of all Shareholders passed on 16 September 2013

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.0000025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“US\$”, “USD” and “US cents”	United States dollars and cents, the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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### IGG INC

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

**(Stock Code: 799)**

*Executive Directors:*

Mr. Zongjian Cai (*Chairman*)

Mr. Yuan Xu

Mr. Hong Zhang

*Non-executive Director:*

Mr. Yuan Chi

*Independent Non-executive Directors:*

Dr. Horn Kee Leong

Mr. Dajian Yu

Ms. Zhao Lu

*Registered office:*

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House, Cricket Square  
P.O. Box 2804, Grand Cayman, KY1-1112  
Cayman Islands

*Headquarters and principal place  
of business in Singapore:*

315 Alexandra Road  
#04-03 Sime Darby Business Centre  
Singapore 159944

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

22 April 2016

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, ELECTION AND RE-ELECTION OF DIRECTORS AND NOTICE OF AGM**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the election and re-election of Directors; and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### PROPOSED GRANT OF ISSUE MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE

Pursuant to the annual general meeting of the Company on 5 May 2015, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue; (b) a general and unconditional mandate to buy back Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares bought back by the Company pursuant to the mandate to buy back securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Buy-back Mandate to the Directors to enable them to buy back the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

The full text of the above resolutions are set out in resolutions No. 10 to 12 as set out in the AGM Notice on pages 24 to 28 of this circular.

Each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,379,160,187 Shares. Subject to passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued, allotted or bought back by the Company prior to the AGM, the Company would be allowed under the resolution approving the Issue Mandate to issue a maximum of 275,832,037 Shares, representing not more than 20% of the issued share capital of the Company as at the date of the AGM.

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## LETTER FROM THE BOARD

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Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the AGM, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate as at the date of passing the resolution of Buy-back Mandate will be 137,916,018 Shares, representing not more than 10% of the issued share capital of the Company as at the date of passing the resolution granting the Buy-back Mandate at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Article 85 of the Articles provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company’s principal place of business in Hong Kong at 18/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong or at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F,



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## LETTER FROM THE BOARD

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Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate's willingness to be appointed together with (a) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and (b) the candidate's written consent to the publication of his/her personal data.

If the documents are served after the Company has given notice of general meeting appointed for the election of Director, the period for service of documents will commence on the day after the date of the notice of such general meeting and end seven (7) days prior to the date of such general meeting.

### **Required information of the candidate(s) nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company, or an appropriate negative statement;
- (g) interests in the Shares within the meaning of Part XV of SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

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## LETTER FROM THE BOARD

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The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting of the Company.

### ELECTION AND RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Yuan Chi, Mr. Dajian Yu, Mr. Yuan Xu and Mr. Hong Zhang will retire by rotation and, being eligible, offer themselves for re-election at the AGM. The Company further proposes to elect Mr. Feng Chen and Ms. Jessie Shen as executive Directors, and ordinary resolutions will be proposed at the AGM to elect Mr. Feng Chen and Ms. Jessie Shen as executive Directors.

Details of the Directors proposed to be elected and re-elected at the AGM are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on page 24 to page 28 of this circular. At the AGM, resolutions relating to the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, and election and re-election of the Directors will be proposed.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 1 June 2016 to Friday, 3 June 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 31 May 2016.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or at any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person should you so wish.

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## LETTER FROM THE BOARD

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According to the Rule 13.39(4) of the Listing Rules and Article 66 of the Articles, all votes at the AGM will be taken by poll.

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the AGM Notice, including, among others, (a) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, and (b) the election and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### GENERAL

If there is any inconsistency between the English and Chinese texts of this circular and the form of proxy, the English text of this circular and form of proxy shall prevail over the Chinese text. Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and On behalf of the Board  
**IGG INC**  
**Zongjian Cai**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant of the Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,379,160,187 ordinary Shares. Subject to the passing of resolution approving the Buy-back Mandate as set out in the AGM Notice and assuming that no Shares are issued, allotted or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 137,916,018 Shares, representing not more than 10% of the issued share capital of the Company as at the date of passing of resolution until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or the Companies Law; or (iii) the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

### **2. REASONS FOR BUY-BACKS**

Although the Directors have no present intention of buying back any Shares, the Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

### **3. FUNDING OF BUY-BACKS**

Buy-backs made pursuant to the Buy-back Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. Under the Companies Law, buy-backs by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, out of capital subject to and in accordance with the Companies Law.

Any premium payable on buy-backs must be paid out of profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back in the manner provided in the Companies Law.

**4. EFFECT OF EXERCISING THE BUY-BACK MANDATE**

Taking into account of the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the most recent published audited accounts.

However, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS' UNDERTAKING**

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles, the Companies Law and any other applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

**6. IMPLICATIONS OF TAKEOVERS CODE AND PUBLIC FLOAT**

If, as a result of a Share buy-back of the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

## APPENDIX I

## EXPLANATORY STATEMENT

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders were interested or deemed to be interested under the SFO in 5% or more of the Company's issued share capital:

Name of Shareholders	Capacity/Nature of interest	Number of Shares interested	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full	Number of Underlying shares (Notes 4, 5, 10)	Approximately percentage
Duke Online (Note 1)	Beneficial owner, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Mr. Zongjian Cai (Notes 1, 2)	Interest in a controlled corporation, spouse interest, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Edmond Online (Note 1)	Beneficial owner, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Mr. Yuan Chi (Notes 1, 3)	Interest in a controlled corporation, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Mr. Yuan Xu (Notes 1, 4)	Beneficial owner, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Mr. Hong Zhang (Notes 1, 5)	Beneficial owner, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Ms. Kai Chen (Notes 1, 6)	Beneficial owner, spouse interest, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
Mr. Zhixiang Chen (Notes 1, 7)	Beneficial owner, interests held jointly with another person	420,466,657	30.49%	33.87%	15,236,000	1.10%
IDG Group (Note 8)	Beneficial owner	190,277,880	13.80%	15.33%	—	—
IDG-Accel China Growth Fund GP II Associates Ltd. (Note 8)	Interest in a controlled corporation	190,277,880	13.80%	15.33%	—	—
Ho Chi Sing (Note 8)	Interest in a controlled corporation	190,277,880	13.80%	15.33%	—	—
Zhou Quan (Note 8)	Interest in a controlled corporation	190,277,880	13.80%	15.33%	—	—
IDG-Accel China Growth Fund II Associates L.P. (Note 8)	Interest in a controlled corporation	175,892,880	12.75%	14.17%	—	—
Vertex Asia Investments Pte. Ltd. (Note 9)	Beneficial owner	119,225,000	8.64%	9.61%	—	—
Temasek Holdings (Private) Limited (Note 9)	Interest in a controlled corporation	119,225,000	8.64%	9.61%	—	—

Note:

- On 16 September 2013, Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen entered into an act in concert agreement, pursuant to which each of them agreed that they would act in concert with each other with respect to material matters relating to the Company's operation. Each of Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

2. Mr. Zongjian Cai is interested in all the issued share capital of Duke Online and he is therefore deemed to be interested in 178,699,027 Shares held by Duke Online under the SFO. Mr. Zongjian Cai is also deemed to be interested in all Shares held by Ms. Kai Chen under the SFO.
3. Mr. Yuan Chi is interested in 80% issued share capital of Edmond Online and he is the sole director of Edmond Online, therefore he is deemed to be interested in 158,080,000 Shares held by Edmond Online under the SFO.
4. Mr. Yuan Xu is the beneficial owner of 29,937,638 Shares and is also deemed to be interested in the 4,000,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme.
5. Mr. Hong Zhang is the beneficial owner of 11,702,040 Shares and is also deemed to be interested in the 9,200,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme.
6. Ms. Kai Chen is the beneficial owner of 17,847,952 shares and she is the spouse of Mr. Zongjian Cai. Ms. Kai Chen is deemed to be interested in the same number of Shares held by Mr. Zongjian Cai is interested under the SFO.
7. Mr. Zhixiang Chen is the beneficial owner of 24,200,000 Shares.
8. IDG-Accel China Growth Fund II L.P., which holds 175,892,880 Shares and IDG-Accel China Investors II L.P., which holds 14,385,000 Shares. Each member of the IDG Group is managed by its general partner, who has the full and exclusive power and authority to manage and control the fund and its business. Each member of the IDG Group also consists of limited partner or limited partners who merely play the passive function of injecting capital into the fund and have no voting or management right. The members of the IDG Group are equity investment in portfolios with China-related business and operations.

IDG-Accel China Growth Fund II L.P. is controlled by its general partner, namely, IDG-Accel China Growth Fund II Associates L.P., which is, in turn, controlled by its general partner, namely, IDG-Accel China Growth Fund GP II Associates Ltd. Therefore, each of IDG-Accel China Growth Fund II Associates L.P. and IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in all Shares held by IDG-Accel China Growth Fund II L.P. under the SFO.

IDG-Accel China Investors II. L.P. is controlled by its general partner, IDG-Accel China Growth Fund GP II Associates Ltd. Therefore, IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in all Shares held by IDG-Accel China Investors II. L.P. under the SFO.

Each of Ho Chi Sing and Zhou Quan is the controlling shareholder of IDG-Accel China Growth Fund GP II Associates Ltd. and therefore deemed to be interested in all Shares held by IDG-Accel China Growth Fund GP II Associates Ltd. under the SFO.
9. Vertex Asia Investments Pte. Ltd. is 100% owned by Vertex Venture Holdings Limited, which is ultimately owned by Temasek Holdings (Private) Limited.
10. Mr. Zongjian Cai is deemed to be interested in the 291,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme. Mr. Yuan Chi is deemed to be interested in the 135,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March

2014 under the Share Option Scheme. Mr. Yuan Xu is deemed to be interested in the 213,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme. Mr. Hong Zhang is deemed to be interested in the 168,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme.

Mr. Zongjian Cai is deemed to be interested in the 757,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Yuan Chi is deemed to be interested in the 351,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Yuan Xu is deemed to be interested in the 554,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Hong Zhang is deemed to be interested in the 437,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme.

On 23 March 2015, 2,906,000 share options which were previously granted to Mr. Zongjian Cai, Mr. Yuan Chi, Mr. Yuan Xu, Mr. Hong Zhang under the Share Option Scheme were cancelled at their written request. On the same date, 332,000 share options, 486,000 share options, 613,000 share options, 605,000 share options were granted to Mr. Zongjian Cai, Mr. Yuan Chi, Mr. Yuan Xu, Mr. Hong Zhang under the Share Option Scheme, respectively.

Save as disclosed above, no other interest or short position in the Shares and underlying Shares of the Company were recorded in the register required to be kept under Section 336 of the SFO as at the Latest Practicable Date.

Based on the shareholding of the above Shareholders as at the Latest Practicable Date, to the best knowledge of the Directors, the Controlling Shareholders together exercise and/or control the exercise of approximately 30.49% voting rights in the general meeting of the Company. In the event the Directors exercise in full the Buy-back Mandate to buy back Shares, it will trigger the Takeovers Code as a result of which the aggregate voting rights of the above Controlling Shareholders will be increased to 33.87% and the Controlling Shareholders may be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger the Takeovers Code.

The Listing Rules prohibit a company from buy-back on the Stock Exchange if the result of such buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no intention to exercise the Buy-back Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.



## 7. SHARES BOUGHT BACK BY THE COMPANY

During the preceding six months up to and including the Latest Practicable Date, the Company has made the following buy-backs of Shares on the Stock Exchange:

Trading Day	Number of Shares Purchased	Highest Price Paid HK\$	Lowest Price Paid HK\$	Total Paid HK\$
22 December 2015	1,265,000	3.19	3.13	4,017,240.00
23 December 2015	1,626,000	3.25	3.22	5,260,140.00
30 December 2015	437,000	3.48	3.44	1,513,160.00
31 December 2015	616,000	3.50	3.46	2,149,734.00
4 January 2016	3,220,000	3.50	3.26	10,856,390.00
5 January 2016	2,667,000	3.42	3.28	8,999,850.00
6 January 2016	3,896,000	3.55	3.41	13,592,510.00
7 January 2016	863,000	3.47	3.39	2,952,710.00
8 January 2016	1,722,000	3.61	3.51	6,161,040.00
11 January 2016	744,000	3.50	3.48	2,596,990.00
12 January 2016	620,000	3.60	3.55	2,225,210.00
13 January 2016	3,901,000	3.60	3.50	13,937,040.00
<b>Total</b>	<b>21,577,000</b>			

Save as disclosed above, no other buy-backs of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the preceding six months up to and including the Latest Practicable Date.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM (prior to the transfer of listing from GEM to the Main Board on 7 July 2015) and the Main Board in each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Price per Share*	
	Highest HK\$	Lowest HK\$
<b>2015</b>		
April	9.16	4.75
May	7.03	5.52
June	6.68	5.20
July	5.78	2.98
August	3.88	2.71
September	3.43	2.62
October	3.54	2.97
November	3.84	3.00
December	3.59	2.92
<b>2016</b>		
January	3.98	3.10
February	3.78	3.30
March	3.75	3.33
April (up to the Latest Practicable Date)	3.49	3.30

\* not adjusted for the special dividend of HK14.2 cents per Share with the ex-entitlement date of 11 April 2016.

The following are the details of the Directors proposed to be elected and re-elected at the AGM.

**Mr. Yuan Chi (池元)**, aged 59, was redesignated as a non-executive Director on 21 August 2015 and is the Group's senior vice president. Mr. Chi is one of the founders of the Group and he is primarily responsible for the game development of the Group. Mr. Chi also acts as a director of the Company's subsidiaries, including Skyunion Hong Kong Holdings Limited (天盟香港控股有限公司), Fuzhou TJ Digital Entertainment Co., Ltd.\* (福州天極數碼有限公司), Tap Media Technology Inc. and Tap Media Technology Pte. Ltd. Mr. Chi has approximately 18 years of experience in the information technology industry. Prior to joining the Group, Mr. Chi worked as the general manager of Fujian Window Network Information Co., Ltd.\* (福建之窗網絡信息有限公司) (www.66163.com) from April 1998 to June 2007. He was the vice president of Fujian Rongji Software Co., Ltd.\* (福建榕基軟件股份有限公司), a company listed on Shenzhen Stock Exchange (Stock Code: 002474), from November 2000 to September 2003. Mr. Chi also worked at Fujian NetDragon Computer Information Network Technology Co., Ltd.\* (福建網龍計算機信息網絡技術有限公司) from October 2003 to November 2007. Mr. Chi graduated from Fuzhou University with a bachelor's degree in water resources and hydropower engineering in July 1982 and a master degree in hydraulic structure in March 1990. Save as disclosed above, in the three years preceding the date of this circular, Mr. Chi had not been a director of any other listed company.

Mr. Chi has entered into a service contract with the Company for an initial term of three years commencing from 16 September 2013 and will continue thereafter until terminated by not less than three months notice in writing served by either party to the other and expiring at the end of the initial term or any time thereafter. Mr. Chi is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Chi is entitled to a basic annual salary of US\$60,000 and all allowances and benefits to the same extent as other employees of the Group. The remuneration is determined by the Company with reference to duties and level of responsibilities of each Director, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chi was deemed to be interested in an aggregate of 420,466,657 Shares, representing approximately 30.49% of the issued Shares. Mr. Chi is deemed to be interested in all the Shares held by Edmond Online under the SFO as being the sole director of Edmond Online. On 16 September 2013, Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen entered into an act in concert agreement, pursuant to which each of them agreed that they would act in concert with each other with respect to material matters relating to the Company's operation. The Controlling Shareholders expect that the material matters will cover, among other things, the matters which shall be approved at the annual general meeting, declaration of dividends, business plan, notifiable transactions and connected transactions subject to Shareholders' approval, if any. Mr. Chi was also deemed to be interested in 486,000 Shares which may be issued to him upon exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme.

Save as disclosed herein, Mr. Chi does not have any interest or short position in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company. Save as disclosed above, Mr. Chi has not held any directorship in other listed company in the last three

years prior to the Latest Practicable Date. Save as disclosed above, he has not previously held and is not holding any other position with the Company and its subsidiaries, and does not have relationships with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company for the purpose of the Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Chi that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules, and that there are no matters concerning Mr. Chi that need to be brought to the attention of the Shareholders.

**Mr. Dajian Yu (余大堅)**, aged 67, was appointed as an independent non-executive Director on 16 September 2013. Mr. Yu has over 15 years of experience in venture capital investment and in senior management in semiconductor, electronic, IT and pharmaceutical industries. Since 2010, he has been the vice president of Silicon Valley China Venture Management LLC and the director of several portfolio companies, Cadeka Technology Holding Ltd., Efficient Drivetrains Inc, Consensic International Inc., Tricopian, LLC., Akros Silicon Inc. and Chelsio Communications. He has also been the partner of BayHill Partners since 1999. Mr. Yu held senior management positions at several companies, including director of operations at General Parametrics Corporation from 1985 to 1996, vice president at Topology Corporation from 1996 to 1999, and vice president of Fuzhou Tianmeng from 2009 to 2010. Mr. Yu graduated from South China University of Technology (華南理工大學) (formerly known as South China Technology College\* (華南工學院)) with a bachelor's degree in electrical engineering in July 1982. In the three years preceding the date of this circular, Mr. Yu had not been a director of any other listed company.

Mr. Yu has entered into a service contract with the Company for an initial term of three years commencing from 16 September 2013 and will continue thereafter until terminated by not less than two months' notice in writing served by either party to the other and expiring at the end of the initial term or any time thereafter. Mr. Yu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Yu is entitled to a basic annual salary of US\$20,000. The remuneration is determined by the Company with reference to duties and level of responsibilities of each Director, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yu was interested in an aggregate of 400,000 Shares, representing approximately 0.03% of the issued Shares and was also deemed to be interested in an aggregate of 250,000 Shares which may be issued to him upon exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme. Save as disclosed, Mr. Yu does not have any interest or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, Mr. Yu has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date. Save as disclosed above, he has not previously held and is not holding any other position with the Company and its subsidiaries, and does not have relationships with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company for the purpose of the Listing Rules.

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## APPENDIX II

## DETAILS OF DIRECTORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE AGM

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Save as disclosed above, there is no other information relating to Mr. Yu that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules, and that there are no matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

**Mr. Yuan Xu (許元)**, aged 40, was appointed as an executive Director on 21 August 2015 and is the Group's chief operating officer. Mr. Xu has approximately 16 years of experience in project and corporate management. He joined the Group in September 2007 and is primarily responsible for business operation and development of the Group outside the PRC. Prior to joining the Group, Mr. Xu worked as a graduate researcher at University of California, Santa Cruz, from September 1999 to July 2004. He also worked at Nanoconduction Inc as a project leader from September 2004 to June 2007. Mr. Xu graduated from Beijing University of Technology\* (北京工業大學) with a bachelor's degree in applied physics in July 1998. He also graduated from University of California, Santa Cruz, with a degree of doctor of philosophy in electrical engineering in June 2004. In the three years preceding the date of this circular, Mr. Xu had not been a director of any other listed company.

Mr. Xu has entered into a service contract for a term of 3 years commencing from 21 August 2015, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xu is entitled to receive a remuneration of US\$60,000 per annum, which was determined by reference to the prevailing market conditions, his duties and level of responsibilities with the Company and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Xu was the beneficial owner of 29,937,638 Shares and was also deemed to be interested in (i) the 613,000 Shares which may be issued to him upon the exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme; and (ii) the 4,000,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme. On 16 September 2013, Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen entered into an act in concert agreement, pursuant to which each of them agreed that they would act in concert with each other with respect to material matters relating to the Company's operation. Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen expect that the material matters will cover, among other things, the matters which shall be approved at the annual general meeting, declaration of dividends, business plan, notifiable transactions and connected transactions subject to Shareholders' approval, if any.

Save as disclosed herein, Mr. Xu does not have any interest or short position in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company. Save as disclosed above, Mr. Xu has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date. Save as disclosed above, he has not previously held and is not holding any other position with the Company and its subsidiaries, and does not have relationships with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company for the purpose of the Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and that there are no matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

**Mr. Hong Zhang (張竑)**, aged 44, was appointed as an executive Director on 21 August 2015 and is the Group's chief technology officer and senior vice president of global operations. Mr. Zhang has approximately 19 years of experience in information technology industry. He joined the Group in December 2008 and is primarily responsible for the overall technology operation of the Group. Prior to joining the Group, Mr. Zhang worked at Charles Schwab as a senior staff technology from August 2000 to November 2005. He was also employed by Corporate Computer Services Inc. from November 2005 to November 2008 as a software engineer, assigned to Barclays Global Investors as an information technology consultant. Mr. Zhang graduated from Zhejiang University\* (浙江大學) with a bachelor's degree in engineering in June 1994, a master degree in engineering in June 1997. He also graduated from University of California, San Francisco, with a master degree in science in September 2000. In the three years preceding the date of this circular, Mr. Zhang had not been a director of any other listed company.

Mr. Zhang has entered into a service contract for a term of 3 years commencing from 21 August 2015, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Zhang is entitled to receive a remuneration of US\$60,000 per annum, which was determined by reference to the prevailing market conditions, his duties and level of responsibilities with the Company and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Zhang was the beneficial owner of 11,702,040 Shares and was also deemed to be interested in (i) the 605,000 Shares which may be issued to him upon the exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme; and (ii) the 9,200,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme. On 16 September 2013, Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen entered into an act in concert agreement, pursuant to which each of them agreed that they would act in concert with each other with respect to material matters relating to the Company's operation. Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen expect that the material matters will cover, among other things, the matters which shall be approved at the annual general meeting, declaration of dividends, business plan, notifiable transactions and connected transactions subject to Shareholders' approval, if any.

Save as disclosed herein, Mr. Zhang does not have any interest or short position in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company. Save as disclosed above, Mr. Zhang has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date. Save as disclosed above, he has not previously held and is not holding any other position with the Company and its subsidiaries, and does not have relationships with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company for the purpose of the Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and that there are no matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

**Mr. Feng Chen** (陳豐), aged 43, was one of the individual investors investing in the Company prior to the listing of the Company on the Stock Exchange in 2013. In April 2014, Mr. Chen joined the Company as the senior vice president of corporate strategy and has been responsible for leading several strategic investments made by the Company in external startups and internal incubated projects. Mr. Chen also acts as a director of certain subsidiaries of the Company, including Tap Media Technology Inc. and Nerd Kingdom, Inc. Prior to joining the Company, from July 1996 to August 2001, Mr. Chen served as a senior design engineer at Broadcom Corporation (currently known as Broadcom Ltd.), an American fabless semiconductor company, and was responsible for the development of one of the world's first DOCSIS standard compliant cable modem chipset. From May 2002 to June 2007, Mr. Chen served various positions at NetDragon Websoft Inc. ("**NetDragon**"), an online game developer and operator in the PRC listed on the Stock Exchange, including the senior vice president of overseas business development from May 2002 to June 2007, during which Mr. Chen was responsible for (i) spearheading the launch of free-to-play MMORPG game, Conquer Online, in early 2004, and grew it to an MMORPG game with over 60,000 concurrent peak players and over US\$2.0 million monthly revenue; (ii) negotiating and executing of a number of strategic investments and mergers and acquisitions, including the investment of IDG Technology Venture Fund into NetDragon and the sale of 17173.com by NetDragon to Sohu Inc. at a consideration of US\$20.5 million; and (iii) taking a key role in the initial public offering of NetDragon. In August 2007, Mr. Chen founded Ingle Games Ltd., a publisher that aimed at publishing MMORPG games developed by Chinese game developers in the western market, and served as the chief executive officer of Ingle Games Ltd. from August 2007 to December 2010. From March 2011 to March 2014, Mr. Chen served as the senior vice president of overseas development at 91.com, an online game developer in the PRC, and led the launch of MoboMarket, the premier third party Android app market, in the worldwide market. Mr. Chen graduated from University of California, Los Angeles with a Master of Science Degree in electrical engineering in 1995.

Mr. Chen will enter into a service contract with the Company for an initial term of three years commencing from the conclusion of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other and expiring at the end of the initial term or any time thereafter. Mr. Chen will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Chen will be entitled to a basic annual salary of US\$20,000 and all allowances and benefits to the same extent as other employees of the Group. The remuneration is determined by the Company with reference to duties and level of responsibilities of each Director, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested in an aggregate of 14,240,000 Shares, representing approximately 1.03% of the issued Shares. Mr. Chen was also deemed to be interested in 300,000 Shares which may be issued to him upon exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme. Save as disclosed, Mr. Chen does not have any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.



Mr. Chen has not held any directorship in other listed company in the last three years preceding the Latest Practicable Date. Save as disclosed above, he has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any Director, senior management, Controlling Shareholder or substantial shareholder of the Company.

Save as disclosed above, there is no other information relating to Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and that there are no matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**Ms. Jessie Shen (沈潔蕾)**, aged 45, is the Group's chief financial officer and one of the joint company secretaries. Ms. Shen has approximately 19 years of experience in accounting and corporate finance. She was appointed as the chief financial officer of the Group on 10 November 2014. She joined the Group in March 2009 as the senior vice president of finance and has been primarily responsible for corporate finance, accounting and tax management of the Group. Prior to joining the Group, she worked as an auditor at Diwan, Ernst & Young from July 1992 to August 1994, and a finance associate manager of Aurora Corporation, a company listed on the Taiwan Stock Exchange (Stock Code: 2373), from March 1995 to March 1998 and from August 2001 to January 2002. Ms. Shen also held finance and company secretary positions at Rock Mobile Group from January 2003 to March 2007. She worked at Neo Solar Power Corp., a company listed on Taiwan Stock Exchange (Stock Code: 3576), as a finance manager from December 2007 to March 2009. Ms. Shen graduated from Tunghai University with a bachelor's degree in accounting in June 1992. She also graduated from Rutgers, The State University of New Jersey with a master degree in business administration in October 1999. Ms. Shen passed the exam of a certified public accountant in both Washington State and Taiwan, and was a member of the Institute of Internal Auditors and a member of Taiwan Institute of Internal Auditors\* (中華民國內部稽核協會).

Ms. Shen will enter into a service contract with the Company for an initial term of three years commencing from the conclusion of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other and expiring at the end of the initial term or any time thereafter. Ms. Shen will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Ms. Shen will be entitled to a basic annual salary of US\$60,000 and all allowances and benefits to the same extent as other employees of the Group. The remuneration is determined by the Company with reference to duties and level of responsibilities of each Director, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Shen was interested in an aggregate of 5,970,000 Shares, representing approximately 0.43% of the issued Shares. Ms. Shen was also deemed to be interested in (i) the 367,000 Shares which may be issued to her upon exercise of the share options granted to her on 21 November 2014 under the Share Option Scheme; and (ii) the 141,000 Shares which may be issued to her upon exercise of the share options granted to her on 23 March 2015 under the Share Option Scheme. Save as disclosed, Ms. Shen does not have any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.



Ms. Shen has not held any directorship in other listed company in the last three years preceding the Latest Practicable Date. Save as disclosed above, she has not previously held and is not holding any other position with the Company and its subsidiaries. She does not have relationships with any Director, senior management, Controlling Shareholder or substantial shareholder of the Company.

Save as disclosed above, there is no other information relating to Ms. Shen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and that there are no matters concerning Ms. Shen that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

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## NOTICE OF AGM

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### IGG INC

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

**(Stock Code: 799)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of IGG Inc (the “Company”) will be held at Caine Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 3 June 2016 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the auditors of the Company for the year ended 31 December 2015;
2. To re-elect Mr. Yuan Chi as a non-executive director of the Company (“**Director**”);
3. To re-elect Mr. Dajian Yu as an independent non-executive Director;
4. To re-elect Mr. Yuan Xu as an executive Director;
5. To re-elect Mr. Hong Zhang as an executive Director;
6. To elect Mr. Feng Chen as an executive Director;
7. To elect Ms. Jessie Shen as an executive Director;
8. To authorise the board of Directors (“**Board**”) of the Company to fix the remunerations of the Directors;
9. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

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## NOTICE OF AGM

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### ORDINARY RESOLUTIONS

10. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted, and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d)) below; or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolutions.

**“Right Issue”** means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holder of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”;

11. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as ascribed to it under paragraph (d) of the resolution numbered 10 of the notice convening the annual general meeting of the Company; and

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12. “**THAT** conditional upon the passing of resolutions numbered 10 and 11 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 11 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 11 above.”

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

Hong Kong, 22 April 2016

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

*Registered office:*

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House, Cricket Square  
P.O. Box 2804, Grand Cayman, KY1-1112  
Cayman Islands

*Headquarters and principal place of business in Singapore:*

315 Alexandra Road  
#04-03 Sime Darby Business Centre  
Singapore 159944

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and vote in person. In such event, his form of proxy will be deemed to have been revoked.

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- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (4) According to Rule 13.39(4) of the Listing Rules and Article 66 of the articles of association of the Company, the voting at the AGM will be taken by poll.
- (5) The Register of Members of the Company will be closed from Wednesday, 1 June 2016 to Friday, 3 June 2016, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 31 May 2016.