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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, RE-ELECTION OF DIRECTORS AND NOTICE OF AGM**

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A notice convening the AGM of the Company to be held at Kennedy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 4 May 2018 at 10:30 a.m. is set out on pages 16 to 20 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.

3 April 2018

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	4
Proposed Grant of Issue Mandate, Buy-back Mandate and Extension Mandate .....	5
Procedures for Shareholders to Propose a Person for Election as a Director .....	6
Re-election of Directors .....	8
AGM and Proxy Arrangement .....	8
Recommendation .....	9
Responsibility Statement .....	9
General .....	9
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	10
<b>APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED                     AT THE AGM</b> .....	13
<b>NOTICE OF AGM</b> .....	16

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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 Kennedy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 4 May 2018 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 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 Shares on the Stock Exchange of not exceeding 10% of the total number of Shares 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
“core connected person(s)”	has the meaning ascribed to it under 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, the entire 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 total number of Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of the total number of Shares bought back under the Buy-back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, 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 of not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	23 March 2018, 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
“PRC”	the People’s Republic of China
“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

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## DEFINITIONS

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“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\$”	United States dollars, 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  
Ms. Jessie Shen  
Mr. Feng Chen

*Non-executive Director:*

Mr. Yuan Chi

*Independent Non-executive Directors:*

Dr. Horn Kee Leong  
Mr. Dajian Yu  
Ms. Zhao Lu

*Registered office:*

P.O. Box 31119 Grand Pavilion, Hibiscus Way,  
802 West Bay Road, Grand Cayman,  
KY1-1205, Cayman Islands

*Headquarters and principal place  
of business in Singapore:*

80 Pasir Panjang Road,  
#18-84 Mapletree Business City,  
Singapore 117372

*Principal place of business in Hong Kong:*

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

3 April 2018

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, 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) re-election of Directors and to give you the AGM Notice.

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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 27 June 2017, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares of the Company in issue; (b) a general and unconditional mandate to buy back Shares of not exceeding 10% of the total number of Shares of the Company in issue; and (c) the power to extend the general mandate mentioned in (a) above by the total number of 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 total number of the Shares 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 Shares up to a maximum of 10% of the total number of Shares 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. 7 to 9 as set out in the AGM Notice on pages 16 to 20 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 1,334,706,683 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 266,941,336 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 133,470,668 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.

### 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 Xu, Mr. Yuan Chi, and Mr. Dajian Yu will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of the Directors proposed to be 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 16 to page 20 of this circular. At the AGM, resolutions relating to the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate 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 Friday, 27 April 2018 to Friday, 4 May 2018, 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 Thursday, 26 April 2018 .

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.

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.

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## LETTER FROM THE BOARD

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### 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 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 relevant 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 1,334,706,683 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 133,470,668 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**

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 financial statements.

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.

Based on the shareholding as at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Zongjian Cai, Duke Online, Mr. Yuan Xu, Mr. Hong Zhang, Mr. Zhixiang Chen and Ms. Kai Chen, as parties acting in concert, together exercise and/or control the exercise of approximately 19.37% 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, the aggregate interest held by Mr. Zongjian Cai, Duke Online, Mr. Yuan Xu, Mr. Hong Zhang, Mr. Zhixiang Chen and Ms. Kai Chen would be increased to approximately 21.52% of the issued share capital of the Company. The Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Buy-back Mandate.

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 Month	Number of Shares Purchased	Highest	Lowest	Total Paid
		Price Paid HK\$	Price Paid HK\$	
September 2017	1,671,000	10.50	9.98	17,104,830
October 2017	4,580,000	11.00	10.62	49,872,654
November 2017	6,463,000	8.25	7.46	51,639,410
December 2017	<u>16,406,000</u>	8.00	7.45	127,856,592
<b>Total</b>	<u>29,120,000</u>			

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 the Stock Exchange 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\$
2017		
March	11.04	5.42
April	12.60	9.43
May	13.08	10.22
June	13.18	10.60
July	14.30	11.42
August	14.06	11.42
September	12.46	9.65
October	11.70	10.46
November	10.86	7.44
December	8.78	7.35
2018		
January	9.54	8.30
February	10.06	7.35
March (up to the Latest Practicable Date)	12.30	9.88

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

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

**Mr. Yuan Xu**, aged 43, was appointed as an executive Director of the Company on 21 August 2015 and is the Group's Chief Operating Officer. Mr. Xu also acts as a director of Nerd Kingdom, Inc., a subsidiary of the Company. Mr. Xu has approximately 18 years of experience in project and corporate management. He joined the Group in September 2007 and is primarily responsible for global operation strategies of the Group. 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.

Mr. Xu has entered into a service contract with the Company for a term of three years and will be renewed automatically 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. Xu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Xu is entitled to a basic annual salary of US\$63,600 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. Xu was the beneficial owner of 31,269,077 Shares, representing approximately 2.34% of the issued Shares, and was also deemed to be interested in 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. Mr. Xu was also deemed to be interested in an aggregate of 258,551,891 Shares under the SFO, representing approximately 19.37% of the issued Shares. On 18 October 2016, Mr. Xu, Mr. Hong Zhang, Duke Online, Mr. Zongjian Cai, Mr. Zhixiang Chen and Ms. Kai Chen entered into the Amendment to the 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 above persons 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 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. Xu has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date. 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 or substantial 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 Rules 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.

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

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**Mr. Yuan Chi (池元)**, aged 61, was redesignated as a non-executive Director on 21 August 2015. Mr. Chi is one of the founders of the Group and 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) and Fuzhou TJ Digital Entertainment Co., Ltd\* (福州天極數碼有限公司). Mr. Chi has approximately 20 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's degree in hydraulic structure in March 1990.

Mr. Chi has entered into a service contract with the Company for a term of three years and will be renewed automatically 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. 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\$63,600. 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 153,434,000 Shares held by Edmond Online under SFO (Mr. Yuan Chi is interested in all the issued share capital of Edmond Online and he is the sole director of Edmond Online), representing approximately 11.50% of the issued Shares. 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. 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 or substantial 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.



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

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**Mr. Dajian Yu (余大堅)**, aged 69, was appointed as an independent non-executive Director on 16 September 2013. Mr. Yu has over 17 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, Efficient Drivetrains Inc, Consensic International Inc. and Tricopian, LLC. 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.

Mr. Yu has entered into a service contract with the Company for a term of three years and will be renewed automatically 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\$21,200. 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 herein, 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. 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 or substantial shareholder of the Company for the purpose of the Listing Rules.

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.

\*     *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 Kennedy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 4 May 2018 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 auditor of the Company for the year ended 31 December 2017;
2. To re-elect Mr. Yuan Xu as an executive director of the Company (“**Director**”);
3. To re-elect Mr. Yuan Chi as a non-executive Director;
4. To re-elect Mr. Dajian Yu as an independent non-executive Director;
5. To authorise the board of Directors (“**Board**”) of the Company to fix the remunerations of the Directors;
6. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its 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

7. “**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 total number of Shares 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 Right 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 total number of Shares 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 total number of Shares 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 total number of Shares 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).”;

8. **“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 total number 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 total number 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 7 of the notice convening the annual general meeting of the Company; and

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## NOTICE OF AGM

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9. “**THAT** conditional upon the passing of resolutions numbered 7 and 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 7 above be and is hereby extended by the addition to the total number of 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 total number of Shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 8 above.”

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

Hong Kong, 3 April 2018

*As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Zongjian Cai, Mr. Yuan Xu, Mr. Hong Zhang, Ms. Jessie Shen and Mr. Feng Chen; 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:*

P.O. Box 31119 Grand Pavilion,  
Hibiscus Way,  
802 West Bay Road,  
Grand Cayman,  
KY1-1205, Cayman Islands

*Headquarters and principal place of business in Singapore:*

80 Pasir Panjang Road,  
#18-84 Mapletree Business City,  
Singapore 117372

*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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## NOTICE OF AGM

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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 Friday, 27 April 2018 to Friday, 4 May 2018 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 AGM, 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 Thursday, 26 April 2018 .