

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## IGG INC

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

**(Stock Code: 799)**

### (I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 JUNE 2023 (II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (III) CHANGE OF COMPOSITION OF BOARD COMMITTEES

#### POLL RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “AGM”) of IGG Inc (the “Company”) dated 28 April 2023 (the “AGM Notice”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the AGM Notice.

The Board is pleased to announce that the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM which was held at Tactic Room 1, 24/F, Admiralty Centre Tower I, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 29 June 2023 at 10:30 a.m..

The poll results of the resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2022.	643,744,084 (97.64%)	15,584,277 (2.36%)
2.	To re-elect Mr. Zongjian Cai as an executive Director.	618,387,059 (93.79%)	40,941,302 (6.21%)
3.	To re-elect Dr. Horn Kee Leong as an independent non-executive Director.	629,776,670 (95.52%)	29,551,691 (4.48%)
4.	To re-elect Ms. Zhao Lu as an independent non-executive Director.	654,303,225 (99.24%)	5,025,136 (0.76%)
5.	To elect Mr. Kam Wai Man as an independent non-executive Director.	655,981,232 (99.49%)	3,347,129 (0.51%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To authorise the Board to fix the remunerations of the Directors.	656,087,341 (99.51%)	3,241,020 (0.49%)
7.	To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.	655,097,850 (99.36%)	4,230,511 (0.64%)
8.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this ordinary resolution.	535,852,929 (81.27%)	123,475,432 (18.73%)
9.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this ordinary resolution.	657,904,351 (99.78%)	1,424,010 (0.22%)
10.	To extend the authority granted to the Directors pursuant to ordinary resolution No. 8 to issue shares by adding the number of shares bought back under ordinary resolution No. 9.	537,228,496 (81.48%)	122,099,865 (18.52%)
11.	A. To approve the adoption of the share incentive scheme, the scheme limit and the termination of the share option scheme adopted by the Company on 16 September 2013.	537,910,024 (81.58%)	121,418,337 (18.42%)
	B. To approve, conditional on the passing of the ordinary resolution No. 11A, the adoption of the service provider sublimit, representing 1% of shares of the Company in issue as at the date of passing this ordinary resolution.	537,910,024 (81.58%)	121,418,337 (18.42%)
Special Resolution		Number of Votes (%)	
		For	Against
12.	To approve the proposed amendments to the second amended and restated memorandum of association and articles of association of the Company and the adoption of the third amended and restated memorandum of association and articles of association of the Company.	650,567,366 (98.67%)	8,760,995 (1.33%)

*Note:* Please refer to the AGM Notice for the full version of the above resolutions.

As more than half of the votes were casted in favour of each of the ordinary resolutions at the AGM, resolutions Nos. (1) to (11) as set out in the AGM Notice were duly passed as ordinary resolutions of the Company. As more than three-fourths of the votes were cast in favour of the special resolution at the AGM, resolution No. (12) as set out in the AGM Notice was duly passed as special resolution of the Company.

As at the date of the AGM, the issued share capital of the Company comprised 1,198,006,599 shares of the Company (the “**Shares**”). Computershare Hong Kong Trustees Limited, in its capacity as the trustee of the share award scheme adopted by the Company on 24 December 2013 and amended on 19 August 2021 and on 28 March 2023, respectively, held 11,652,527 unvested awarded Shares, representing approximately 0.97% of the total number of issued Shares as at the date of the AGM, was required to abstain and did abstain from voting on all the resolutions proposed at the AGM. Save as disclosed above, there were no Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM in light of the requirements under the Listing Rules. Accordingly, there were a total of 1,186,354,072 Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. All Directors, namely Mr. Zongjian Cai, Mr. Yuan Xu, Mr. Hong Zhang, Ms. Jessie Shen, Mr. Feng Chen, Mr. Yuan Chi, Dr. Horn Kee Leong, Mr. Dajian Yu and Ms. Zhao Lu, attended the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong share registrar, acted as the scrutineer for the vote-taking at the AGM.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is also pleased to announce that Mr. Kam Wai Man (“**Mr. Kam**”) has been appointed as an independent non-executive Director with effect from the conclusion of the AGM as approved by the ordinary resolution No. 5 at the AGM. The Company will enter into a service contract for a term of three years with Mr. Kam. The biographical details of Mr. Kam and the information required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) are set out in the announcement of the Company dated 28 March 2023 (the “**Announcement**”) and the circular of the Company dated 28 April 2023 (the “**Circular**”) in relation to the proposed appointment of independent non-executive Director. As at the date of this announcement, there were no changes in the biographical details of Mr. Kam or other information relating to his appointment.

Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. Kam (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); and (iv) does not have, or is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Kam has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

The Board would like to extend its warmest welcome to Mr. Kam in joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

As disclosed in the announcement of the Company dated 28 June 2023, Mr. Dajian Yu has tendered his resignation as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Dajian Yu has ceased to be a member of each of the audit committee, nomination committee and remuneration committee of the Board following his resignation with effect from the conclusion of the AGM.

Mr. Kam has been appointed as a member of each of the audit committee, nomination committee and remuneration committee of the Board following his appointment as an independent non-executive Director with effect from the conclusion of the AGM.

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

Hong Kong, 29 June 2023

*As at the date of this announcement, 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, Ms. Zhao Lu, and Mr. Kam Wai Man.*