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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
(I) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
(II) RE-ELECTION OF DIRECTORS,
AND
(III) NOTICE OF AGM**

A notice convening the AGM of the Company to be held at Tactic Room 1, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 27 May 2026 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. The Notice of AGM and a form of proxy for use at the AGM are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at investor.igg.com. Whether or not you are able to attend the AGM, you are requested to complete the 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

23 April 2026

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DEFINITIONS

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 Tactic Room 1, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 27 May 2026 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association” or “Articles”	the fourth amended and restated articles of association of the Company adopted by special resolution passed at the annual general meeting of the Company held on 29 May 2024
“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 not exceeding 10% of the total number of Shares of the Company in issue (excluding Treasury Shares) as at the date of passing the relevant resolution at the AGM
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (As 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 and whose shares 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

DEFINITIONS

“Duke Online”	Duke Online Holdings Limited, an exempted company incorporated under the laws of British Virgin Islands on 10 September 2007 with limited liability, the entire issued share capital of which is owned by Mr. Zongjian Cai
“Edmond Online”	Edmond Online Holdings Limited, an exempted company incorporated under the laws of British Virgin Islands 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 (including any sale or transfer of Treasury Shares) under the Issue Mandate may be extended by an addition of the total number of Shares bought back under the Buy-back Mandate
“Founders”	Mr. Zongjian Cai (蔡宗建) and Mr. Yuan Chi (池元)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of Shares of the Company in issue (excluding Treasury Shares) as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	15 April 2026, 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, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Performance-based Share Award Scheme”	the performance-based share award scheme adopted by the Company on 21 May 2021, the principal terms of which are summarised in the announcement and circular of the Company dated 21 May 2021 and 28 June 2021, respectively
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.0000025 each in the share capital of the Company
“Share Award Scheme”	the share award scheme adopted by the Company on 24 December 2013 and amended on 19 August 2021 and 28 March 2023 (effective date: 28 June 2023), the principal terms of which are summarised in the announcements of the Company dated 24 December 2013, 19 August 2021 and 28 March 2023
“Shareholder(s)”	shareholder(s) of the Company
“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 approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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

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:*

20 Pasir Panjang Road
#11-28 Mapletree Business City
Singapore 117439

Non-executive Director:

Mr. Yuan Chi

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. Kam Wai Man
Ms. Feng Li
Mr. Tan Hup Foi

23 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
(II) RE-ELECTION OF DIRECTORS,
AND
(III) 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 notice of the AGM.

LETTER FROM THE BOARD

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

Pursuant to the annual general meeting of the Company on 28 May 2025, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of Shares of the Company in issue (excluding Treasury Shares); (b) a general and unconditional mandate to buy back Shares not exceeding 10% of the total number of Shares of the Company in issue (excluding Treasury Shares); 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 Shares, including the sale or transfer of Treasury Shares, up to a maximum of 20% of the total number of Shares of the Company in issue (excluding Treasury Shares) 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 (excluding Treasury Shares) 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 (including the sale or transfer of Treasury Shares) 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 is set out in resolutions Nos. 7 to 9 as set out in the AGM Notice on pages AGM-1 to AGM-5 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 expiration of the period within which the next annual general meeting is required by the Companies Act 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,145,165,599 Shares (excluding Treasury Shares). Subject to the passing of the resolution approving the Issue Mandate at the AGM and on the basis that no Shares are issued, allotted, or bought back by the Company between the period from the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the resolution approving the Issue Mandate to issue a maximum of 229,033,119 Shares (whether by way of issue of new Shares or transfer of Treasury Shares), representing 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of the AGM.

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 and subject to the passing of the resolution approving the Buy-back Mandate at the AGM, the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate will be 114,516,559 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of 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 such Notice signed by a Member shall be given to the company secretary of the Company within the seven-day period commencing the day after the despatch of the Notice of a general meeting (or such other period, being a period of not less than seven days, commencing no earlier than the day after the despatch of the Notice of such general meeting and ending no later than seven days prior to the date appointed for such general meeting, as may be determined by the Directors from time to time).”

For the purpose of the Articles:

- (i) “head office” means such office of the Company as the Directors may from time to time determine to be the principal office of the Company;
- (ii) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;

LETTER FROM THE BOARD

- (iii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iv) “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 40/F, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong or at 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, 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 section below headed “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 the Shareholders

In order to enable the 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;

LETTER FROM THE BOARD

- (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.

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 (3), 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. Kam Wai Man (the “**Retiring Directors**”) will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the biographical details of the Retiring Directors in accordance with the Listing Rules, the nomination policy and board diversity policy of the Company. The Nomination Committee has also assessed the independence of Mr. Kam Wai Man as an independent non-executive Director. Mr. Kam Wai Man has no financial or family relationships with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company that could create a conflict of interest or otherwise impair his ability to exercise independent judgement. He has not participated in the day-to-day management of the Company. Furthermore, the Nomination Committee considered that Mr. Kam Wai Man has consistently demonstrated objective judgement and provided independent advice to the Board and management

LETTER FROM THE BOARD

on various matters throughout his tenure. Based on the above, and having regard to the confirmation of independence provided by Mr. Kam Wai Man himself, the Nomination Committee believed that he continues to satisfy all the independence criteria set out in Rule 3.13 of the Listing Rules and should be regarded as independent.

The Nomination Committee is of the view that each of the Retiring Directors has the required character, integrity and professional knowledge and experience to fulfill their role and contributing to the Company as a Director. The Nomination Committee made the recommendations regarding the nominations of the Retiring Directors to the Board. The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of the Retiring Directors in the businesses of the Company and their general business acumen will generate significant contribution to the Company and the Shareholders as a whole. Therefore, the Board has recommended that the Retiring Directors, namely, Mr. Yuan Xu, Mr. Yuan Chi and Mr. Kam Wai Man stand for re-election as Directors at the AGM. Each of Mr. Yuan Xu, Mr. Yuan Chi and Mr. Kam Wai Man had abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

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 pages AGM-1 to AGM-5 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 Thursday, 21 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the AGM is on Wednesday, 27 May 2026. 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, 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 Wednesday, 20 May 2026.

LETTER FROM THE BOARD

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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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) 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 1,145,165,599 Shares, excluding Treasury Shares. Subject to the passing of the 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 between the period from the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the Buy-back Mandate to buy back a maximum of 114,516,559 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of the AGM 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 of Association or the Companies Act; 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. TREATMENT OF REPURCHASED SHARES

Under the Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in ordinary resolution no.7 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. Should the Company decide to hold Shares repurchased as Treasury Shares, the Company should, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the Treasury Shares in the Company's name in the register of members of the Company.

The Company may re-deposit its Treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. To the extent that any Treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. Upon approval by the Board, these measures will include (without limitation) (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

3. 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 value of the Company and Shareholders in the long term.

4. 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 Articles of Association, the Companies Act and other applicable laws of the Cayman Islands. Under the Companies Act, 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 Act. 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 Act.

5. 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.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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.

No core connected person of the Company has notified the Company that he/she 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/her to the Company in the event that the Buy-back Mandate is granted.

7. DIRECTORS' OBLIGATIONS

The Directors will exercise the power to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association, the Companies Act and any other applicable laws of the Cayman Islands. The Directors confirm that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed Buy-back Mandate has unusual features.

8. 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, Ms. Kai Chen (spouse of Mr. Zongjian Cai) and Mr. Zhixiang Chen, as parties acting in concert, together exercise and/or control the exercise of approximately 22.26% voting rights (excluding Treasury Shares) 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 voting rights held by Mr. Zongjian Cai, Duke Online, Mr. Yuan Xu, Mr. Hong Zhang, Ms. Kai Chen and Mr. Zhixiang Chen would be increased to approximately 24.73% of the issued share capital of the Company (excluding Treasury Shares). 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 buying back of its shares on the Stock Exchange if the result of such buy-back would be that less than the applicable prescribed minimum threshold in public hands under Rule 13.32B of the Listing Rules. 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 threshold.

9. 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 Price Paid <i>HK\$</i>	Lowest Price Paid <i>HK\$</i>	Total Paid <i>HK\$</i>
October 2025	1,657,000	4.57	3.98	7,220,210
November 2025	1,020,000	3.95	3.66	3,903,660
December 2025	1,502,000	3.85	3.72	5,693,740
January 2026	622,000	3.88	3.76	2,379,570
Total	<u>4,801,000</u>			<u>19,197,180</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.

As at the Latest Practicable Date, 30,415,000 Shares bought back are held as Treasury Shares.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months and up to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	3.80	2.94
May	3.78	3.51
June	4.42	3.41
July	4.58	4.12
August	5.82	4.03
September	4.81	4.26
October	4.60	3.90
November	4.00	3.58
December	3.88	3.67

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2026		
January	4.02	3.61
February	3.68	3.16
March	3.65	2.88
April (Up to the Latest Practicable Date)	3.72	2.93

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

Mr. Yuan Xu (許元) (“Mr. Xu”), aged 51, was appointed as an executive Director of the Company on 21 August 2015 and is the Group’s chief operating officer. Mr. Xu has approximately 26 years of experience in 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, which 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’s remuneration package consists of director’s fee of US\$95,400 per annum (subject to review by the Remuneration Committee from time to time), discretionary bonus and other incentive income to be determined with reference to his duties and level of responsibilities as a Director in accordance with the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Xu was the beneficial owner of 14,855,959 Shares, representing approximately 1.26% of the total number of issued Shares. Mr. Xu was also interested in (i) 243,000 awarded shares were granted to him on 28 May 2025 under the Share Award Scheme; and (ii) 7,163,535 performance-based awarded shares were granted to him on 21 May 2021 under the Performance-based Share Award Scheme, an ordinary resolution was passed by the Shareholders to approve such grant on 20 July 2021. On 27 April 2022, 27 April 2023, 26 April 2024 and 25 April 2025, each of 1,432,707 performance-based awarded shares have lapsed, respectively, due to the failure in satisfying all the vesting conditions. Upon the full vest of such awarded shares and performance-based awarded shares, Mr. Xu will be beneficially interested in 1,675,707 Shares. Pursuant to an act in concert agreement dated 16 September 2013, as amended by an amendment dated 18 October 2016, Mr. Zongjian Cai, Duke Online, Mr. Xu, Mr. Hong Zhang, Ms. Kai Chen (spouse of Mr. Zongjian Cai) and Mr. Zhixiang Chen agreed that they would act in concert with each other with respect to material matters relating to the Company’s operation. The total Shares and interests held collectively by parties acting in concert, excluding Mr. Xu, amount to 249,570,111. Therefore, Mr. Xu was deemed to be interested in an aggregate of 266,101,777 Shares under SFO, representing approximately 22.64% of the total number of issued Shares. Save as disclosed herein, Mr. Xu does not have any interest or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Mr. Xu has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date; (ii) he does not hold any other position with the Company and its subsidiaries; and (iii) he does not have relationships with any Director, senior management, substantial shareholder, or controlling shareholders 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. Yuan Chi (池元) (“Mr. Chi”), aged 69, was re-designated 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 subsidiary, Skyunion Hong Kong Holdings Limited. Mr. Chi has approximately 28 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 the Shenzhen Stock Exchange (Stock Code: 002474), from November 2000 to September 2003. Mr. Chi also worked at Fujian NetDragon Websoft Co., Ltd.* (福建網龍計算機網絡信息技術有限公司), from October 2003 to November 2007. Mr. Chi graduated from Fuzhou University (福州大學) 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 director’s fee of US\$95,400 per annum (subject to review by the Remuneration Committee from time to time). 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 the beneficial owner of 691,000 Shares. He was also deemed to be interested in an aggregate of 153,434,000 Shares held by Edmond Online under SFO (Mr. Chi is interested in all the issued share capital of Edmond Online and he is one of the directors of Edmond Online). On 28 May 2025, 62,000 awarded Shares were granted to Mr. Chi under the Share Award Scheme. Upon the full vest of such awarded Shares, Mr. Chi will be beneficially interested in 62,000 Shares. Save as disclosed, Mr. Chi does not have any interest or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Mr. Chi has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date; (ii) he does not hold any other position with the Company and its subsidiaries; and (iii) he does not have relationships with any Director, senior management, substantial shareholder, or controlling shareholders 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. Kam Wai Man (甘偉民) (“Mr. Kam”), aged 51, was appointed as an independent non-executive Director on 29 June 2023. Mr. Kam has over 22 years of working experience in corporate finance. He has served as a managing director of Innovax Capital Limited (“**Innovax Capital**”) and been a responsible officer of Innovax Capital for Type 6 regulated activities (advising on corporate finance) under the SFO since 2017, and he is also one of the sponsor principals of Innovax Capital. From April 2003 to November 2005, Mr. Kam served as a licensed representative at Kingsway Capital Limited. He then worked at China Everbright Capital Limited from November 2005 to February 2017 with his last position being the managing director and head of the corporate finance department. Mr. Kam has been an independent non-executive director of Duiba Group Limited (Stock code: 1753) since April 2019 and Haosen Fintech Group Limited (formerly known as Wealthy Way Group Limited) (Stock code: 3848) since January 2020, both of which are companies listed on the Stock Exchange. He obtained a bachelor of arts (honors) in business studies from City University of Hong Kong in November 1997 and a Postgraduate Diploma in Professional Accountancy from the Chinese University of Hong Kong in December 2004. Mr. Kam is a member of the Hong Kong Institute of Certified Public Accountants and a CFA Institute charterholder.

Mr. Kam has entered into a service contract with the Company for a term of three years, which 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. Kam is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Kam is entitled to a director’s fee of US\$45,000 per annum (subject to review by the Remuneration Committee from time to time). 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. Kam was the beneficial owner of 108,500 Shares. On 28 May 2025, 30,000 awarded Shares were granted to Mr. Kam under the Share Award Scheme. Upon the full vest of such awarded Shares, Mr. Kam will be beneficially interested in 30,000 Shares. Save as disclosed herein, Mr. Kam does not have any interest or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, (i) Mr. Kam has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date; (ii) he does not hold any other position with the Company and its subsidiaries; and (iii) he does not have relationships with any Director, senior management, substantial shareholder, or controlling shareholders of the Company for the purpose of the Listing Rules.

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

NOTICE OF AGM



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 Tactic Room 1, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 27 May 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2025;
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. Kam Wai Man as an independent non-executive Director;
5. To authorise the board of Directors (the “**Board**”) 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 to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

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 shares

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in the capital (including any sale or transfer of treasury shares (“**Treasury Shares**”, which shall have the meaning ascribed to it under the Listing Rules)) 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 subscription rights granted under any share option scheme or similar arrangement of the Company adopted from time to time; 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 (excluding Treasury Shares) of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the event of any subdivision or consolidation of shares of the Company after the date 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 (excluding Treasury Shares) of the Company in issue as at the date of passing of this resolution (subject to adjustment in the event of any subdivision or consolidation of shares of the Company after the date of this resolution)),

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

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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 resolution.

“**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 Act (As 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 shares (excluding Treasury Shares) of the Company in issue as at the date of passing of this

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resolution (subject to adjustment in the event of any subdivision or consolidation of shares of the Company after the date 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

9. “**THAT** conditional upon the passing of resolutions numbered 7 and 8 above, the general mandate granted to the Directors 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 (including any sale or transfer of Treasury Shares) by the Directors 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, 23 April 2026

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, Mr. Kam Wai Man, Ms. Feng Li and Mr. Tan Hup Foi.

NOTICE OF AGM

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:

20 Pasir Panjang Road
#11-28 Mapletree Business City
Singapore 117439

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
No. 248 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 previously submitted will be deemed to have been revoked.
- (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 Thursday, 21 May 2026 to Wednesday, 27 May 2026 both days inclusive, during which period no transfer of shares will be effected. The record date for entitlement to attend and vote at the AGM is on Wednesday, 27 May 2026. 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 Wednesday, 20 May 2026.