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## **IGG INC**

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

**(Stock Code: 8002)**

### **GRANT OF SHARE OPTIONS PURSUANT TO THE SHARE OPTION SCHEME AND GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME**

#### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 23.06A of the GEM Listing Rules.

On 21 November 2014, the Board (including all independent non-executive Directors), based on the recommendation by the remuneration committee under the Board, resolved to grant a total of 1,267,000 Share Options to subscribe for the ordinary Shares of US\$0.0000025 each in the share capital of the Company, pursuant to the Share Option Scheme, subject to the acceptance by the Share Option Grantees. None of the Share Option Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates. The details of the Share Options granted are as follows:

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$3.51 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$3.44 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$3.51 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

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

<b>Share Option Vesting Date</b>	<b>Percentage of Shares Options to Vest</b>
On 21 November 2015	25% of the total number of Share Options granted
On 21 November 2016	25% of the total number of Share Options granted
On 21 November 2017	25% of the total number of Share Options granted
On 21 November 2018	25% of the total number of Share Options granted

### **GRANT OF AWARDED SHARES**

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

On 21 November 2014, the Board (including all independent non-executive Directors), based on the recommendation by the remuneration committee under the Board, also resolved to grant a total of 331,600 Awarded Shares to the Share Award Grantees of the Group pursuant to the Share Award Scheme at nil consideration, subject to the acceptance by the Share Award Grantees. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, each of the Share Award Grantees is a third party independent of the Company and connected persons of the Company.

The 331,600 Awarded Shares to be granted to the Share Award Grantees represent approximately 0.024% of the issued share capital of the Company as at the date of this announcement. The 331,600 Awarded Shares represent the value of approximately HK\$1,140,704, taking into account of closing price of HK\$3.44 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant.

The details of the Awarded Shares granted are as follows:

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

<b>Share Award Vesting Date</b>	<b>Percentage of Awarded Shares to Vest</b>
On 21 November 2015	25% of the total number of Awarded Shares granted
On 21 November 2016	25% of the total number of Awarded Shares granted
On 21 November 2017	25% of the total number of Awarded Shares granted
On 21 November 2018	25% of the total number of Awarded Shares granted

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

## **DEFINITIONS**

“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Awarded Shares”	the 331,600 awarded shares granted to the Share Award Grantees pursuant to the Share Award Scheme on the Date of Grant
“Board”	the board of Directors
“Company”	IGG Inc, a public company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Growth Enterprise Market of the Stock Exchange
“connected person(s)”	has the meaning given to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Date of Grant”	21 November 2014, the date on which the Share Options and Awarded Shares are granted

“Eligible Person”	any employee or director (including, without limitation, any executive, non-executive or independent non-executive directors) of any member of the Group
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange as amended, modified or supplemented from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Share Award Grantee(s)”	the Eligible Persons selected by the Board on 21 November 2014, to whom the Awarded Share are granted on same date by the Board pursuant to the terms of the Share Award Scheme
“Share Award Scheme”	the share award scheme adopted by the Company on 24 December 2013
“Shares”	means share(s) of US\$0.0000025 each in the share capital of the Company
“Share Options”	the 1,267,000 share options granted to the Share Option Grantees pursuant to the Share Option Scheme on the Date of Grant
“Share Option Grantee(s)”	the grantees selected by the Board on 21 November 2014, to whom the Share Options are granted on the same date by the Board pursuant to the terms of the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2013 by a resolutions of all shareholders of the Company
“Shares”	means share(s) of US\$0.0000025 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto in the GEM Listing Rule

“Trustee”

Computershare Hong Kong Trustees Limited, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed.

“Trust Deed”

a trust deed in relation to the Share Award Scheme for the Company to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time);

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

Hong Kong, 21 November 2014

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the Growth Enterprise Market website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.igg.com>.*