

## **DEFINITIONS**

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

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Amazon Payment”	an online payment platform, provided by Amazon Payments, Inc., [●]
“Analysys Consulting”	Analysys Consulting Ltd., an independent market research consulting firm focused on China and international Internet market
“Apple App Store”	a smartphone applications and smartphone games distribution platform developed for iOS-based mobile device and is developed and maintained by Apple Inc., [●], whereby users can browse and download smartphone apps or smartphone games either for free or at a cost
“Articles of Association” or “Articles”	the articles of association of our Company adopted by the Shareholders of our Company and as amended, supplemented and otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the [●]
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong and Cayman Islands are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong or Cayman Islands
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Call Option Agreement”	a call option agreement dated 30 November 2007 and a supplemental agreement dated 16 September 2013 entered into between Fuzhou Tianji, Fuzhou Tianmeng and the Founders, being part of the Structured Contracts, further information of which is set out in the paragraph headed “Structured Contracts” in the section headed “History and Corporate Structure” in this document

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“China” or “PRC”	the People’s Republic of China, excluding for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented and otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “we”, “us” or “IGG”	IGG Inc, an exempted company incorporated under the laws of Cayman Islands on 16 August 2007 with limited liability
“Corporate Reorganisation”	the reorganisation to be carried out for the purpose of the implementation of the proposed [●] of our Company on the
“Director(s)”	the director(s) of our 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, one of the Controlling Shareholders
“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, one of the Controlling Shareholders
“Equity Pledge Agreement”	an equity pledge agreement dated 30 November 2007 and supplemental agreements dated 5 January 2009 and 16 September 2013, respectively, entered into between Fuzhou Tianji and the Founders, being part of the Structured Contracts, further information of which is set out in the paragraph headed “Structured Contracts” in the section headed “History and Corporate Structure” in this document
“Exclusive Service Agreement”	an exclusive technical consulting service agreement dated 30 November 2007 and supplemental agreements dated 5 January 2009 and 16 September 2013, respectively entered into between Fuzhou Tianji and Fuzhou Tianmeng, being part of the Structured Contracts, further information of which is set out in the paragraph headed “Structured Contracts” in the section headed “History and Corporate Structure” in this document

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“Facebook”	a social networking service, owned and operated by Facebook Inc., an [●]
“Facebook Payments”	an online payments infrastructure operated by Facebook Payments Inc. and Facebook Payments International Ltd., subsidiaries of Facebook Inc., all of which are [●]
“Founders”	Mr. Zongjian Cai and Mr. Yuan Chi
“Fuzhou Bookman”	Fuzhou Bookman Software Technology Co., Ltd.* (福州百曉生軟件技術服務有限公司), a limited liability company established under the laws of the PRC on 11 September 2003, which was acquired and subsequently disposed of by Fuzhou Tianji to [●] during the Corporate Reorganisation
“Fuzhou Chuangyou”	Fuzhou Gulou District Chuangyou Information Technology Co., Ltd.* (福州市鼓樓區創遊計算機信息技術有限公司), a limited liability company established under the laws of the PRC on 4 November 2009, which was acquired and subsequently disposed of by Fuzhou Tianmeng to [●] during the Corporate Reorganisation
“Fuzhou Online Game”	Fuzhou OnlineGame Information Technology Co., Ltd.* (福州網遊信息科技有限公司), a limited liability company established under the laws of the PRC on 25 May 2005, which became controlled by our Group through a series of structured contracts since 14 August 2009 and was subsequently disposed of by Fuzhou Tianmeng to [●] during the Corporate Reorganisation
“Fuzhou Tianhe”	Fuzhou Gulou District Tianhe Interactive Information Technology Co., Ltd. (福州市鼓樓區天合互動信息技術有限公司), a limited liability company established under the laws of the PRC by Fuzhou Tianmeng and [●] on 21 January 2010, which was subsequently disposed of by Fuzhou Tianmeng to [●] during the Corporate Reorganisation
“Fuzhou Tianji”	Fuzhou TJ Digital Entertainment Co., Ltd* (福州天極數碼有限公司), a limited liability company established under the laws of the PRC on 15 November 2007, a wholly-owned subsidiary of our Group

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“Fuzhou Tianjie”	Fuzhou Tianjie Information Technology Co., Ltd* (福州天杰信息技術有限公司), a limited liability company established under the laws of the PRC on 3 June 2008, a wholly-owned subsidiary of our Group
“Fuzhou Tianmeng”	Fuzhou Skyunion Digital Co., Ltd* (福州天盟數碼有限公司), a limited liability company established under the laws of the PRC on 12 December 2006, which is owned as to 50% by Mr. Zongjian Cai and 50% by Mr. Yuan Chi, respectively
“GAPP”	the General Administration of Press, Publication, Radio, Film and Television of the State (formerly the General Administration of Press and Publication of the PRC and the State Administration of Radio, Film and Television) (國家新聞出版廣電總局)
“GAPP Notice”	a Notice on Further Strengthening of the Administration of Pre-examination and Approval of Online Game and the Examination and Approval of Imported Online Game (關於貫徹落實國務院《“三定”規定》和中央編辦有關解釋，進一步加強網絡遊戲前置審批和進口網絡遊戲審批管理的通知), jointly issued by GAPP and the National Copyright Administration and National Office of Combating Pornography and Illegal Publications on 28 September 2009
“Google Checkout”	an online payment platform, provided by Google Inc., [●]
“Google Play”	(formerly known as the Android Market) a digital application distribution platform for Android-based smartphone apps, developed and maintained by Google Inc., [●]
“Group” or “our Group” or “we” or “us”	our Company and its subsidiaries or any of them or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries
“Hearst”	Hearst Interactive Media, a division of Hearst Communications, Inc. and one of the Series B Investors prior to the conversion of the Preferred Shares into ordinary shares, which is, apart from holding Shares in our Company, [●]
“HK\$” or “Hong Kong dollar(s)” or “HKD” or “cents”	Hong Kong dollars and cents, respectively, the lawful currency for the time being of Hong Kong
“HKICPA”	Hong Kong Institute of Certified Public Accountants

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICP license”	a value-added telecommunications business operation license with a service scope of information services of category 2 value-added telecommunication services
“IDG Group”	collectively, IDG-Accel China Growth Fund II L.P. and IDG-Accel China Investors II L.P., two exempted limited partnerships formed under the laws of Cayman Island on 8 June 2007 and 3 July 2007, respectively, both of which are managed by their respective general partners and holders of Series A Shares, Series A-1 Shares and Series B Shares prior to the conversion of the Preferred Shares into ordinary Shares [●]
“IFRS(s)”	International Financial Reporting Standard(s)
“IGG HK”	Skyunion Hong Kong Holdings Limited (天盟香港控股有限公司), a company incorporated under the laws of Hong Kong on 20 February 2006, a wholly-owned subsidiary of our Group
“IGG Philippines”	IGG Philippines Corp., a company incorporated under the laws of the Philippines on 11 January 2013, which is wholly owned by IGG Singapore
“IGG Singapore”	IGG Singapore Pte. Ltd. (formerly known as Skyunion Pte. Ltd.), a company incorporated under the laws of Singapore on 30 June 2009, a wholly-owned subsidiary of our Group
“IGG USA”	Sky Union, LLC, a limited liability company formed in the State of Nevada, the United States, on 21 October 2005, a wholly-owned subsidiary of our Group
“Jones Lang LaSalle”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, the valuer of our Group
“Latest Practicable Date”	30 September 2013, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“Management Team”	Ms. Kai Chen, Mr. Zhixiang Chen, Mr. Yuan Xu, Mr. Hong Zhang and Mr. Guo Wu (Mr. Guo Wu, a former employee, ceased to be a member of the Management Team after March 2008)

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“Martin Living Trust”	The Martin Living Trust dated August 29, 2000, and one of the Series B Investors prior to the conversion of the Preferred Shares into ordinary Shares, a trust created and managed by Raymond S. Martin III and Ling Li Martin, both of whom are [●], apart from holding in our Company through Martin Living Trust
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on 16 September 2013, as amended from time to time
“MIIT”	the Ministry of Industry and Information Technology of the PRC (formerly known as the Ministry of Information Industry of the PRC) (中華人民共和國工業和信息化部)
“MIIT Notice”	the Notice on Strengthening Administration of Foreign Invested Value-Added Telecommunications Business Operation (關於加強外商投資經營增值電信業務管理的通知), issued by MIIT on 13 July 2006
“MOC”	the Ministry of Culture of the PRC (中華人民共和國文化部)
“MOFCOM”	the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC) (中華人民共和國商務部)
“MOL”	MOL AccessPortal, an online payment platform, provided by MOL AccessPortal Sdn Berhad, [●]
“NAV”	net asset value
“NCAC”	the National Copyright Administration of the PRC (中華人民共和國國家版權局)
“Online Game Licensing Agreement”	an online game licensing agreement dated 16 September 2013 entered into between Fuzhou Tjianji and Fuzhou Tianmeng, being part of the Structured Contracts, further information of which is set out in the paragraph headed “Structured Contracts” in the section headed “History and Corporate Structure” in this document
“Original LLC Members”	Mr. Zongjian Cai, Mr. Yuan Chi, Ms. Xiuping Wang (mother of Mr. Hong Zhang), and Mr. Hong Zhang
“PayPal”	an online payment platform, provided by PayPal Inc, which is an [●]

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“Power of Attorney”	power of attorney of each of Mr. Zongjian Cai and Mr. Yuan Chi dated 30 November 2007 and supplemental power of attorney of each of Mr. Zongjian Cai and Mr. Yuan Chi dated 16 September 2013, being part of the Structured Contracts, further information of which is set out in the paragraph headed “Structured Contracts” in the section headed “History and Corporate Structure” in this document
“PRC”	the People’s Republic of China and, for the purpose of this memorandum, excluding Hong Kong, Macau and Taiwan
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, and subsequently amended on 25 December 1999, 28 August 2004 and 27 October 2005, as amended, supplemented or otherwise modified from time to time
“PRC EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 by the National People’s Congress and effective on 1 January 2008
“Preferred Shares”	Series A Preferred Shares, Series A-1 Preferred Shares and Series B Preferred Shares
“Productivity and Innovation Credit”	a tax benefit policy of Singapore, which is available to businesses that invest in specified productivity and innovation activities
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Series A Investors”	prior to the conversion of the Preferred Shares into ordinary Shares, holders of Series A Preferred Shares, namely, IDG Group and Winston
“Series A Preferred Shares”	the series A preferred shares with a nominal value of US\$0.0001 each in the share capital of the Company
“Series A-1 Investors”	prior to the conversion of the Preferred Shares into ordinary Shares, holders of Series A-1 Preferred Shares, namely, IDG Group and Winston

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“Series A-1 Preferred Shares”	the series A-1 preferred shares with a nominal value of US\$0.0001 each in the share capital of the Company
“Series B Investors”	prior to the conversion of the Preferred Shares into ordinary Shares, holders of Series B Preferred Shares, namely, Vertex, Hearst, IDG Group, Tian Xiang, Mr. Yi Zhang, Mr. Yuan Xu and Martin Living Trust
“Series B Preferred Shares”	the series B preferred shares with a nominal value of US\$0.0001 each in the share capital of the Company
“Series B Shareholders”	the Series B Investors together with Original LLC Members
“Shaanxi Taihe”	Shaanxi Taihe Information & Technology Co., Ltd* (陝西泰合信息科技有限公司), a limited liability company established under the laws of the PRC on 19 March 2008, which was acquired and subsequently disposed of by Fuzhou Tianmeng to [●] during the Corporate Reorganisation
“Shanghai Generic”	Shanghai Generic Network Technology Co., Ltd* (上海泛型網絡科技有限公司), a limited liability company established under the laws of the PRC on 2 July 2008, which was acquired and subsequently disposed of by Fuzhou Tianmeng to the [●] during the Corporate Reorganisation
“Share(s)”	means share(s) of US\$0.0001 each in the share capital of our Company prior to the Subdivision or US\$0.0000025 each in the share capital of our Company after the Subdivision becoming effective
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholders’ Agreement”	the shareholders’ agreement for the Series B investment
“S\$” or “Singapore dollars”	Singapore dollars, the lawful currency for the time being of the Singapore
“Skrill”	an online payment platform, provided by Skrill Limited, an [●]
“Software Enterprise”	enterprises or companies engaged in developing and manufacturing of computer softwares and hardwares, system integration, provisions of application services and relevant technical services, which may enjoy preferential tax treatments if meet certain statutory requirements



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“Structured Contracts”	a series of contracts (as supplemented) which include the Call Option Agreement, the Exclusive Service Agreement, the Equity Pledge Agreement, the Power of Attorney and the Online Game Licensing Agreement
“Subdivision”	each issued and unissued share of a par value of US\$0.0001 in the share capital of our Company was sub-divided into 40 Shares of a par value of US\$0.0000025 each pursuant to the Shareholders’ resolution passed on 16 September 2013
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Tian Xiang”	Tian Xiang Digital Limited, a company incorporated under the laws of BVI on 26 July 2007 with limited liability and one of the Series B Investors prior to the conversion of the Preferred Shares into ordinary Shares, [●]
“Track Record Period”	two years ended 31 December 2012 and five months ended 31 May 2013
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar(s)”, “US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States
“Vertex”	Vertex Asia Investments Pte. Ltd. (or its affiliates or successors), a company incorporated under the law of Singapore on 20 April 2011 which is ultimately wholly owned by Temasek Holdings (Private) Limited and one of the Series B Investors prior to the conversion of the Preferred Shares into ordinary Shares, which is [●], apart from holding Shares in our Company
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under PRC laws
“Winston”	Winston Holdings International Limited, a limited liability company incorporated under the laws of BVI on 4 July 2006 and one of the Series A Investors prior to the conversion of the Preferred Shares into ordinary Shares, which is [●], apart from holding Shares in our Company

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“Xi’An Xiaoyao”	Xi’an Xiaoyao Tianxia Internet Science and Technology Co., Ltd.* (西安逍遙天下網絡科技有限公司), a limited liability company established under the laws of the PRC by Fuzhou Tianmeng on 15 February 2011, which was subsequently disposed of by Fuzhou Tianmeng to [●] during the Corporate Reorganisation
“%”	per cent

*Certain amounts and percentage figures included in this ● have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of HK\$7.7539 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.*

*If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “\*” and the Chinese translation of company names in English which are marked with “\*” is for identification purpose only.*

*The English translations of the names of PRC laws, rules and regulations printed in this document are not official names for, and do not form any official part of, such laws, rules and regulations.*