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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: 8002)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF TAPCASH SUBSIDIARY SHARE OPTION SCHEME
AND
NOTICE OF AGM**

A notice convening the AGM of the Company to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 May 2015 at 10:30 a.m. is set out on pages 37 to 41 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.igg.com>.

31 March 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise or otherwise defined in Appendix III to this circular, the following expressions have the following meanings:

“Adoption Date”	the date when Tapcash Subsidiary Share Option is approved by the Shareholders of the Company
“AGM”	the annual general meeting of the Company to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 May 2015 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 37 to 41 of this circular
“Articles of Association” or “Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of directors of the Company
“close associate(s)”	has the meaning ascribed to it under GEM Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	IGG Inc, an exempt company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under GEM Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under GEM Listing Rules and unless the context requires otherwise, refers to Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Ms. Kai Chen (spouse of Mr. Zongjian Cai), Mr. Zhixiang Chen, Mr. Yuan Xu and Mr. Hong Zhang who became the controlling shareholders of the Group after the listing of the Company
“core connected person(s)”	has the meaning ascribed to it under GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Duke Online”	Duke Online Holdings Limited, an exempted company incorporated under the laws of the BVI on 10 September 2007 with limited liability, the entire issued share capital of which is owned by Mr. Zongjian Cai

DEFINITIONS

“Edmond Online”	Edmond Online Holdings Limited, an exempted company incorporated under the laws of the BVI on 10 September 2007 with limited liability, 80% of the 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 aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	25 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Option(s)”	Option(s) to be granted under Tapcash Subsidiary Share Option Scheme
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 12 November 2008 and amended by written resolutions of all Shareholders passed on 16 September 2013
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.0000025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 16 September 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“Tapcash Canada”	Tapcash Inc., a company incorporated in Canada on 30 January 2014
“Tapcash Cayman”	Tap Media Technology Inc., an exempted company incorporated under the laws of Cayman Islands with limited liability, a subsidiary of the Company
“Tapcash Singapore”	Tap Media Technology Pte. Ltd., a company incorporated under the laws of Singapore on 30 December 2014
“Tapcash Subsidiary Share Option Scheme”	Tapcash Cayman’s subsidiary share option scheme proposed to be adopted by the Shareholders at the AGM
“US\$”, “USD” and “US cents”	United States dollars and cents, 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: 8002)

Executive Directors:

Mr. Zongjian Cai (*Chairman*)

Mr. Yuan Chi

Non-executive Directors:

Mr. Xiaojun Li

Mr. Kee Lock Chua

Independent Non-executive Directors:

Dr. Horn Kee Leong

Mr. Dajian Yu

Ms. Zhao Lu

Registered office:

Offshore Incorporations (Cayman) Limited

Floor 4, Willow House, Cricket Square

P.O. Box 2804, Grand Cayman, KY1-1112

Cayman Islands

*Headquarters and principal place
of business in Singapore:*

No. 10 Jalan Kilang

Sime Darby Enterprise Centre

#07-03 Singapore 159410

Principal place of business in Hong Kong:

18/F, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

31 March 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF TAPCASH SUBSIDIARY SHARE OPTION SCHEME
AND
NOTICE OF AGM**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of retiring Directors; (iii) the proposed adoption of Tapcash Subsidiary Share Option Scheme; and to give you notice of the AGM.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the annual general meeting of the Company on 9 May 2014, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in resolutions No. 7 to 9 as set out in the notice of the AGM contained in pages 37 to 41 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,389,213,265 Shares. Subject to passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Issue Mandate to issue a maximum of 277,842,653 Shares representing not more than 20% of the issued share capital of the company as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,389,213,265 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the resolution of Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the resolution of Repurchase Mandate will be 138,921,326 Shares.

Under the GEM 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 Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Article 85 of the Articles provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company’s principal place of business in Hong Kong at 18/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong or at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F,

LETTER FROM THE BOARD

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 17.50(2) of the GEM Listing Rules and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and (b) the candidate's written consent to the publication of his/her personal data.

If the documents are served after the Company has given notice of general meeting appointed for the election of director, the period for service of documents will commence on the day after the date of the notice of such general meeting and end seven (7) days prior to the date of such general meeting.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders of the Company, or an appropriate negative statement;
- (g) interests in the Shares of US\$0.0000025 each 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 17.50(2)(h) to (w) of the GEM 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.

LETTER FROM THE BOARD

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Kee Lock Chua, Dr. Horn Kee Leong and Ms. Zhao Lu will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of Mr. Kee Lock Chua, Dr. Horn Kee Leong and Ms. Zhao Lu, who are proposed to be re-elected at the AGM, are set out in Appendix II to this circular.

PROPOSED ADOPTION OF TAPCASH SUBSIDIARY SHARE OPTION SCHEME

Tapcash Subsidiary Share Option Scheme

The Board intends to put forward a proposal for the Shareholders to approve the adoption of Tapcash Subsidiary Share Option Scheme for Tapcash Cayman and its subsidiaries in order to give the Eligible Persons (as defined in Tapcash Subsidiary Share Option Scheme) an opportunity to have a personal stake in Tapcash Cayman. At the AGM, an ordinary resolution will be proposed for the Company to approve and adopt Tapcash Subsidiary Share Option Scheme, which will take effect on the date of its adoption at the AGM.

As at the Latest Practicable Date, the issued share capital of Tapcash Cayman is 1,250,000 shares with the par value of US\$0.01 each. The directors of Tapcash Cayman plans to implement a subdivision of each of the issued and unissued shares of Tapcash Cayman into 40 shares with a par value of US\$0.00025 each by April 2015. Assuming that there is no further change in the number of issued shares of Tapcash Cayman between the period from the Latest Practicable Date to the Adoption Date, the number of shares of Tapcash Cayman which may be issued pursuant to Tapcash Subsidiary Share Option Scheme on the Adoption Date will be 5,000,000 (1,250,000 x 40 x 10%) shares, representing 10% issued shares of Tapcash Cayman on the Adoption Date.

The Directors confirm that (i) the Company has adopted a share option scheme pursuant to Chapter 23 of the GEM Listing Rules on 16 September 2013, and (ii) since the incorporation of Tapcash Cayman and up to the date of this circular, Tapcash Cayman has not adopted any share option schemes or issued any share options. Tapcash Cayman is an investment holding company incorporated

LETTER FROM THE BOARD

on 11 November 2014 and its current subsidiaries include Tapcash Canada and Tapcash Singapore, both of which are mainly engaged in advertising business. Tapcash Cayman and its subsidiaries served the Group and other third-party online gaming companies. Based on the unaudited management accounts for the year ended 31 December 2014, the revenue attributable to Tapcash business for the year ended 31 December 2014 was approximately US\$2.30 million and the profit attributable to Tapcash business for the year ended 31 December 2014 was approximately US\$330,000. The shares of Tapcash Cayman or its subsidiaries are not listed or seeking to be listed in the Stock Exchange or any other stock exchange.

The online game business of the Group depends on effective advertising, distribution and promotional strategies to attract customers. The original marketing and promotional strategy of the Group focused primarily on the use of third-party platforms. With the view to further promote the products of the Group as well as to enhance its global presence and reputation by providing distribution services for other third-party game companies, the Group decided to establish and expand its own advertising and marketing center. The Directors are of the view that although the Company has adopted a share option scheme, Tapcash Subsidiary Share Option Scheme will serve the purpose of attracting, retaining, and motivating individuals who are expected to make important contributions to Tapcash Cayman and its subsidiaries as it gives certain flexibility and discretion to the board of Tapcash Cayman, instead of the Board of the Company, to devise individual incentive programs for different Eligible Persons (as defined in Tapcash Subsidiary Share Option Scheme) taking into account their past and expected commitment and contribution to Tapcash Cayman and the general performance of Tapcash Cayman as long as the terms of Tapcash Subsidiary Share Option Scheme comply with Chapter 23 of the GEM Listing Rules. The Directors believe that the discretions of the board of Tapcash Cayman can provide incentives to the relevant Eligible Persons to use their best endeavors in assisting the growth and development of the Group's advertising business which will in turn stimulate the Group's online game business. In addition, even if all options under the scheme limit of Tapcash Subsidiary Share Option Scheme were exercised in full, which results in the dilution in the Company's shareholding in Tapcash Cayman from 60.0% to approximately 54.5%, the financial statements of Tapcash Cayman will still be consolidated to those of the Company. Based on the above, the Directors are of the view that the adoption of Tapcash Subsidiary Share Option Scheme is in the best interests of the Company and its Shareholders as a whole.

The Company has no present plan in granting options under Tapcash Subsidiary Share Option Scheme. The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to Tapcash Subsidiary Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include but are not limited to the exercise price, exercise period, lock-up period (if any). The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful to Shareholders.

None of the Directors is trustee of Tapcash Subsidiary Share Option Scheme or has a direct or indirect interest in the trustee. With respect to the operation of Tapcash Subsidiary Share Option Scheme, Tapcash Cayman and its subsidiaries will, where applicable, comply with the relevant requirements under Chapter 23 of the GEM Listing Rules.

LETTER FROM THE BOARD

Conditions precedent of Tapcash Subsidiary Share Option Scheme

The adoption of Tapcash Subsidiary Share Option Scheme is conditional upon the approval by the shareholders of Tapcash Cayman and the Shareholders at the AGM.

A summary of the principal terms of Tapcash Subsidiary Share Option Scheme which is proposed to be approved and adopted by the Company at the AGM is set out in the Appendix III to this circular. A copy of the rules of Tapcash Subsidiary Share Option Scheme is available for public inspection at the Company's principal place of business in Hong Kong at 18/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours from the date hereof up to and including the date of the AGM.

In accordance with the requirements of the GEM Listing Rules, the Company will publish an announcement on the outcome of the AGM in respect of the resolution relating to the adoption of the Tapcash Subsidiary Share Option Scheme on the website of the Stock Exchange and the Company.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on page 37 to page 41 of this circular. At the AGM, resolutions relating to, inter ultra, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, re-election of the retiring Directors and the adoption of Tapcash Subsidiary Share Option Scheme will be proposed.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the proposed adoption of Tapcash Subsidiary Share Option Scheme at the AGM.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 30 April 2015 to Tuesday, 5 May 2015 both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 29 April 2015.

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 branch share registrar and transfer office in Hong Kong, 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.

LETTER FROM THE BOARD

According to the Rule 17.47(4) of GEM 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 notice of AGM, including, among others, (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, (b) the re-election of retiring Directors, and (c) the adoption of Tapcash Subsidiary Share Option Scheme 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 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 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 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 appendix 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 GEM 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 Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their shares on GEM or any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and GEM subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such companies must be fully paid up and all repurchase of shares by such companies must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,389,213,265 ordinary Shares. Subject to the passing of resolution No. 8 approving the Repurchase Mandate as set out in the AGM Notice on pages 37 to 41 of this circular, and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 138,921,326 Shares, representing 10% of the issued share capital of the Company as at the date of passing of resolution No. 8, until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or the Companies Law; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

3. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, out of capital subject to and in accordance with the Companies Law.

Any premium payable on repurchase 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 repurchased in the manner provided in the Companies Law.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account of the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were 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 accounts.

However, the Directors do not intend to exercise the Repurchase 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' UNDERTAKING

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles, the Companies Law and any other applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

7. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of a Share's repurchase, 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.

APPENDIX I

EXPLANATORY STATEMENT

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the Company's issued share capital:

Name of Shareholders	Capacity/Nature of interest	Number of Shares interested	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full	Number of Underlying shares <i>(Notes 4, 5, 10)</i>	Approximately percentage
Duke Online <i>(Note 1)</i>	Beneficial owner, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Mr. Zongjian Cai <i>(Notes 1, 2)</i>	Interest in a controlled corporation, spouse interest, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Edmond Online <i>(Note 1)</i>	Beneficial owner, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Mr. Yuan Chi <i>(Notes 1, 3)</i>	Interest in a controlled corporation, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Mr. Yuan Xu <i>(Notes 1, 4)</i>	Beneficial owner, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Mr. Hong Zhang <i>(Notes 1, 5)</i>	Beneficial owner, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Ms. Kai Chen <i>(Notes 1, 6)</i>	Beneficial owner, spouse interest, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
Mr. Zhixiang Chen <i>(Notes 1, 7)</i>	Beneficial owner, interests held jointly with another person	426,466,657 Shares	30.70%	34.11%	15,236,000	1.10%
IDG Group <i>(Note 8)</i>	Beneficial owner	190,277,880 Shares	13.70%	15.22%	—	—
IDG-Accel China Growth Fund GP II Associates Ltd. <i>(Note 8)</i>	Interest in a controlled corporation	190,277,880 Shares	13.70%	15.22%	—	—
Ho Chi Sing <i>(Note 8)</i>	Interest in a controlled corporation	190,277,880 Shares	13.70%	15.22%	—	—
Zhou Quan <i>(Note 8)</i>	Interest in a controlled corporation	190,277,880 Shares	13.70%	15.22%	—	—
IDG-Accel China Growth Fund II Associates L.P. <i>(Note 8)</i>	Interest in a controlled corporation	175,892,880 Shares	12.66%	14.07%	—	—
Vertex Asia Investments Pte. Ltd. <i>(Note 9)</i>	Beneficial owner	119,225,000 Shares	8.58%	9.54%	—	—
Temasek Holdings (Private) Limited <i>(Note 9)</i>	Interest in a controlled corporation	119,225,000 Shares	8.58%	9.54%	—	—

Note:

- On 16 September 2013, Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen entered into an act in concert agreement, pursuant to which each of them agreed that they would act in concert with each other with respect to material matters relating to the Company's operation. Each of Mr. Zongjian Cai, Mr. Yuan Chi, Duke Online, Edmond Online, Mr. Yuan Xu, Ms. Kai Chen, Mr. Hong Zhang and Mr. Zhixiang Chen is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.

2. Mr. Zongjian Cai is interested in all the issued share capital of Duke Online and he is therefore deemed to be interested in 178,699,027 Shares held by Duke Online under the SFO. Mr. Zongjian Cai is also deemed to be interested in all Shares held by Ms. Kai Chen under the SFO.
3. Mr. Yuan Chi is interested in 80% issued share capital of Edmond Online and he is the sole director of Edmond Online, therefore he is deemed to be interested in 158,080,000 Shares held by Edmond Online under the SFO.
4. Mr. Yuan Xu is the beneficial owner of 29,937,638 Shares and is also deemed to be interested in the 4,000,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme.
5. Mr. Hong Zhang is the beneficial owner of 11,702,040 Shares and is also deemed to be interested in the 9,200,000 Shares which may be issued to him upon the exercise of the share options granted to him under the Pre-IPO Share Option Scheme.
6. Ms. Kai Chen is the beneficial owner of 17,847,952 shares and she is the spouse of Mr. Zongjian Cai. Ms. Kai Chen is deemed to be interested in the same number of Shares held by Mr. Zongjian Cai is interested under the SFO.
7. Mr. Zhixiang Chen is the beneficial owner of 30,200,000 Shares.
8. IDG-Accel China Growth Fund II L.P., which holds 175,892,880 Shares and IDG-Accel China Investors II L.P., which holds 14,385,000 Shares. Each member of the IDG Group is managed by its general partner, who has the full and exclusive power and authority to manage and control the fund and its business. Each member of the IDG Group also consists of limited partner or limited partners who merely play the passive function of injecting capital into the fund and have no voting or management right. The members of the IDG Group are equity investment in portfolios with China-related business and operations.

IDG-Accel China Growth Fund II L.P. is controlled by its general partner, namely, IDG-Accel China Growth Fund II Associates L.P., which is, in turn, controlled by its general partner, namely, IDG-Accel China Growth Fund GP II Associates Ltd. Therefore, each of IDG-Accel China Growth Fund II Associates L.P. and IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in all Shares held by IDG-Accel China Growth Fund II L.P. under the SFO.

IDG-Accel China Investors II. L.P. is controlled by its general partner, IDG-Accel China Growth Fund GP II Associates Ltd. Therefore, IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in all Shares held by IDG-Accel China Investors II. L.P. under the SFO.

Each of Ho Chi Sing and Zhou Quan is the controlling shareholder of IDG-Accel China Growth Fund GP II Associates Ltd. and therefore deemed to be interested in all Shares held by IDG-Accel China Growth Fund GP II Associates Ltd. under the SFO.

9. Vertex Asia Investments Pte. Ltd. is 100% owned by Vertex Venture Holdings Limited, which is ultimately owned by Temasek Holdings (Private) Limited.
10. Mr. Zongjian Cai is deemed to be interested in the 291,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme. Mr. Yuan Chi is deemed to be interested in the 135,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March

2014 under the Share Option Scheme. Mr. Yuan Xu is deemed to be interested in the 213,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme. Mr. Hong Zhang is deemed to be interested in the 168,000 Shares which may be issued to him upon the exercise of the share options granted to him on 25 March 2014 under the Share Option Scheme.

Mr. Zongjian Cai is deemed to be interested in the 757,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Yuan Chi is deemed to be interested in the 351,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Yuan Xu is deemed to be interested in the 554,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme. Mr. Hong Zhang is deemed to be interested in the 437,000 Shares which may be issued to him upon the exercise of the share options granted to him on 11 August 2014 under the Share Option Scheme.

On 23 March 2015, 2,906,000 share options which were previously granted to Mr. Zongjian Cai, Mr. Yuan Chi, Mr. Yuan Xu, Mr. Hong Zhang under the Share Option Scheme were cancelled at their written request. On the same date, 332,000 share options, 486,000 share options, 613,000 share options, 605,000 share options were granted to Mr. Zongjian Cai, Mr. Yuan Chi, Mr. Yuan Xu, Mr. Hong Zhang under the Share Option Scheme, respectively.

Save as disclosed above, no other interest or short position in the Shares and underlying Shares of the Company were recorded in the register required to be kept under Section 336 of the SFO as at the Latest Practicable Date.

Based on the holdings of the above Shareholders as at the Latest Practicable Date, to the best knowledge of the Directors, the Controlling Shareholders of the Company, together exercise and/or control the exercise of approximately 30.70% voting rights in the general meeting of the Company, in the event the Directors exercise in full the Repurchase Mandate to repurchase Shares, it will trigger the Takeovers Code as a result of which the aggregate voting rights of the above Controlling Shareholders will be increased to 34.11% and such Controlling Shareholders may be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as will trigger the Takeovers Code.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on Stock Exchange or otherwise) in the preceding six months up to and including the Latest Practicable Date.

9. SHARE PRICES

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

Month	Shares Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
March	10.82	6.60
April	8.35	5.20
May	6.38	5.10
June	6.06	4.31
July	4.87	4.08
August	5.51	4.12
September	4.71	3.21
October	3.84	3.05
November	4.14	3.32
December	3.44	2.60
2015		
January	3.22	2.66
February	3.08	2.70
March (up to the Latest Practicable Date)	4.60	2.86

The following are the details of the Directors who are subject to re-election at the AGM in accordance with the Articles.

Mr. Kee Lock Chua (蔡其樂), aged 53, was appointed as a non-executive Director on 12 November 2008. Mr. Chua also acts as a director of the Company's subsidiaries, including Skyunion Hong Kong Holdings Limited (天盟香港控股有限公司) and Fuzhou TJ Digital Entertainment Co., Ltd.* (福州天極數碼有限公司). Mr. Chua serves as the independent director on the board of directors of Logitech International S.A., which is listed in the U.S. and Switzerland. He also serves as an independent director of Yongmao Holdings Ltd., which is listed on the Singapore Stock Exchange. In addition, he is a member of Mainly I Love Kids (MILK) Charity. Mr. Chua is currently the group president and chief executive officer of Vertex Venture Holdings Ltd and he is also a director of Vertex. He was also the president and executive director of Biosensors International Group, Ltd, a deputy president of NatSteel Group (now known as NSL Ltd) and a president of MediaRing.com Ltd (now known as S i2i Limited) all of which are listed on the Singapore Stock Exchange. Mr. Chua served as an independent director of SHC Capital Asia Limited, which is listed on the Singapore Stock Exchange from March 2012 to May 2014. Mr. Chua graduated from University of Wisconsin-Madison with a bachelor's degree in mechanical engineering in 1984. He also graduated from Stanford University with a master degree in science in 1987.

Mr. Chua has entered into a service contract with the Company for an initial term of three years commencing from 16 September 2013 and will continue 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. Chua is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Chua is entitled to a basic annual salary of US\$20,000. 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. Chua is deemed to be interested in 350,000 Shares which may be issued to him upon exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme. Save as disclosed, Mr. Chua does not have any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, Mr. Chua has not held any directorship in other listed company in the last three years prior to the Latest Practicable Date. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any Director, senior management, Controlling Shareholder or substantial shareholder of the Company for the purpose of the GEM Listing Rules.

Save as disclosed above, there is no other information relating to Mr. Chua that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, and that there are no matters concerning Mr. Chua that need to be brought to the attention of the Shareholders.

Dr. Horn Kee Leong (梁漢基), aged 62, was appointed as an independent non-executive Director on 16 September 2013. Dr. Leong is currently the chairman of CapitalCorp Partners Private Limited and a member of the Securities Industry Council of Singapore. He has been Singapore's Non-resident High Commissioner to Cyprus since July 2014. Since 1983, until prior to joining CapitalCorp Partners Private Limited, Dr. Leong held various management positions including as an executive director and consultant of Far East Organization Centre Pte. Ltd., the chief executive officer of Yeo Hiap Seng Ltd, the managing director of Orchard Parade Holdings Limited, a corporate finance director of Rothschild (Singapore) Limited. From 1977 to 1983, Dr. Leong held various positions at the Ministry of Finance and at the Ministry of Trade & Industry of Singapore. He was a member of Parliament of Singapore from 1984 to 2006. He was Singapore's non-resident ambassador to Mexico from September 2006 to February 2013. In addition to the above, Dr. Leong held directorships in the following listed companies in the past three years preceding the Latest Practicable Date:

Period	Name of company	Position
October 2013-present	VIVA Industrial Trust Management Pte Ltd, which is the management company of Viva Industrial Trust listed on Singapore Stock Exchange	Chairman of the board
June 2013-present	SPH Reit Management Pte Ltd, which is the management company of SPH Reit listed on Singapore Stock Exchange	Chairman of the board
4 November 2010-present	Amtek Engineering Ltd, listed on Singapore Stock Exchange	Independent non-executive director
19 January 2001-present	Tat Hong Holdings Ltd, listed on Singapore Stock Exchange	Independent non-executive director
30 June 2000-present	Wilmar International Limited, listed on Singapore Stock Exchange	Independent non-executive director
9 September 2008-20 November 2014	China Energy Limited, listed on Singapore Stock Exchange	Independent non-executive director
15 December 2000-28 April 2014	ECS Holdings Limited, listed on Singapore Stock Exchange	Independent non-executive director (Lead independent director from 1 January 2013 to 28 April 2014)
17 August 2009-30 September 2013	Linair Technologies Limited, listed on Singapore Stock Exchange	Independent non-executive director
18 July 2007-20 April 2012	Kian Ho Bearings Ltd, listed on Singapore Stock Exchange	Non-independent non-executive director

Dr. Leong graduated from Loughborough University with a bachelor degree of technology in production engineering and management in July 1975. He completed distance learning and obtained a bachelor degree of science in economics from University of London in August 1979 and he also finished part time study and obtained a bachelor degree of arts in Chinese Language and Literature from Beijing Normal University* (北京師範大學) in March 2009. Dr. Leong graduated from the European Institute of Business Administration (INSEAD) with a master degree of business administration in 1980 and he also finished part time study and obtained a master degree of business research from the University of Western Australia in September 2009. He also graduated from the University of Western Australia with the degree of doctor of business administration in September 2013.

Dr. Leong has entered into a service contract with the Company for an initial term of three years commencing from 16 September 2013 and will continue 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. Dr. Leong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Dr. Leong is entitled to a basic annual salary of US\$40,000. 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, Dr. Leong is deemed to be interested in 250,000 Shares which may be issued to him upon exercise of the share options granted to him on 23 March 2015 under the Share Option Scheme. Save as disclosed, Dr. Leong does not have any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, Dr. Leong has not held any directorship in other listed company in the last three years preceding the Latest Practicable Date. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have relationships with any Director, senior management, Controlling Shareholder or substantial shareholder of the Company for the purpose of the GEM Listing Rules.

Save as disclosed above, there is no other information relating to Dr. Leong that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, and that there are no matters concerning Dr. Leong that need to be brought to the attention of the Shareholders.

Ms. Zhao Lu (陸釗), aged 47, was appointed as an independent non-executive Director on 16 September 2013. Ms. Lu is currently the president of Fujian New Media Animation Game Associate* (福建省動漫遊戲協會新媒體產業聯盟). She was the general manager of Fuzhou Lingdong Network Science and Technology Co., Ltd.* (福州靈動網絡科技有限公司) from February 2009 to December 2012 and the general manager of Tian Liang Customer Service* (天亮客服) of Fujian NetDragon Computer Information Network Technology Co., Ltd.* (福建網龍計算機網絡信息技術有限公司) from December 2003 to February 2009. Ms. Lu graduated from Beijing University of Posts and Telecommunications* (北京郵電大學) (formerly known as Beijing Institute of Posts and Telecommunications* (北京郵電學院)) with a bachelor degree in communication in July 1989.

Ms. Lu has entered into a service contract with the Company for an initial term of three years commencing from 16 September 2013 and will continue 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. Ms. Lu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Ms. Lu is entitled to a basic annual salary of US\$20,000. 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, Ms. Lu is deemed to be interested in 250,000 Shares which may be issued to her upon exercise of the share options granted to her on 23 March 2015 under the Share Option Scheme. Save as disclosed, Ms. Lu does not have any interests or short positions in any Shares, underlying Shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Save as disclosed above, Ms. Lu has not held any directorship in other listed company in the last three years preceding the Latest Practicable Date. She has not previously held and is not holding any other position with the Company and its subsidiaries. She does not have relationships with any Director, senior management, Controlling Shareholder or substantial shareholder of the Company for the purpose of the GEM Listing Rules.

Save as disclosed above, there is no other information relating to Ms. Lu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, and that there are no matters concerning Ms. Lu that need to be brought to the attention of the Shareholders.

The following is a summary of the principal terms of the Scheme proposed to be approved at the AGM:

PURPOSE

The purpose of the Scheme is to offer selected Eligible Persons an opportunity to acquire a proprietary interest in the success of Tapcash Cayman and its subsidiaries and to motivate Eligible Persons to optimise their future contributions to the Tapcash Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Tapcash Group, and additionally in the case of Executive, to enable the Tapcash Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

CONDITIONS OF THE SCHEME

The Scheme shall come into effect on the date on which the following conditions are satisfied:

- (a) the shareholders of Tapcash Cayman approve the adoption of the Scheme, and
- (b) the shareholders of the Company approve the adoption of the Scheme.

WHO MAY JOIN

Subject to the terms of the Scheme, the Board shall be entitled at any time during the life of the Scheme to offer the grant of any Option to any Eligible Person as the Board may in its absolute discretion select. The basis of eligibility shall be determined by the Board from time to time.

ADMINISTRATION OF THE SCHEME

The Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the Scheme or its interpretation or effect shall (save as otherwise provided in the Scheme) be final and binding on all parties. The Board may delegate any or all of its powers in relation to the Scheme to any of its committees.

The Board may from time to time at its own discretion require an Eligible Person to achieve certain performance targets specified at the time of grant before any Options granted under the Scheme can be exercised or require an Eligible Person hold the Shares from exercise of Options for a period of time before the Shares can be transferred. There are no specific performance targets or lock-up period stipulated under the terms of the Scheme and the Board is currently unable to determine such restriction on the exercise of the Options or transfer of Shares granted under the Scheme.

MAXIMUM NUMBER OF SHARES UNDER THE SCHEME

- (a) The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Scheme and any other schemes of the Tapcash Group (except for the Options that are lapsed) shall not in aggregate exceed 10 per cent. of the Shares in issue as at the Adoption Date (the “**Scheme Mandate Limit**”) provided that:
- (i) Tapcash Cayman may at any time as the Board may think fit seek approval from the Company’s shareholders to refresh the Scheme Mandate Limit, save that the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Scheme and any other schemes of Tapcash Cayman shall not exceed 10 per cent. of the Shares in issue as at the date of approval by the shareholders of the Company in general meeting where the Scheme Mandate Limit is refreshed. Options previously granted under the Scheme and any other schemes of the Tapcash Cayman (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Scheme or any other schemes of the Tapcash Cayman) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The Company shall send to its shareholders a circular containing the details and information required under the Listing Rules; and
 - (ii) subject to paragraph (b) of this section, the Company may seek separate approval from its shareholders in general meeting for granting Options beyond the Scheme Mandate Limit, provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Person specified by Tapcash Cayman before such approval is obtained. The Company shall issue a circular to its shareholders containing the details and information required under the Listing Rules.
- (b) The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other schemes of the Tapcash Group shall not exceed 30 per cent. of the Shares in issue from time to time. No Options may be granted under the Scheme and any other share option scheme of Tapcash Cayman if this will result in such limit being exceeded.

MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The maximum number of Shares issued and to be issued upon exercise of the Options granted to any one Eligible Person (including exercised and outstanding Options) in any 12-month period shall not exceed 1 per cent. of the Shares in issue from time to time. Where any further grant of Options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1 per cent. of the Shares in issue, such further grant shall be separately approved by the shareholders of the Company in general meeting with such Eligible Person and his close associates (or his associates if the participant is a connected person) abstaining from voting.

SUBSCRIPTION PRICE

The Subscription Price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the Subscription Price shall not be less than the nominal value of a Share on the Offer Date.

Notwithstanding anything to the contrary herein, in the event that an Option is made (a) on or after the date that Tapcash Cayman has resolved to seek the listing of Tapcash Cayman's Shares for trading on any established stock exchange, or (b) during the six month period immediately preceding the date on which Tapcash Cayman files an application for listing, and the listing occurs concurrent with the offer and sale of the Shares, then the Subscription Price shall be the higher of (a) the offering price for the shares to be issued in connection with such listing, and (b) the subscription price in the offer letter.

GRANT OF OPTIONS

Subject to the terms of the Scheme, the Board shall be entitled at any time within 10 years from the Adoption Date to offer the grant of an Option to any Eligible Person as the Board may in its absolute discretion select to subscribe at the Subscription Price for such number of Shares as the Board may determine.

Subject to the provisions of the Listing Rules, the Board may in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Scheme as the Board may think fit (to be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by Tapcash Cayman and/or the Grantee, the satisfactory performance or maintenance by the Grantee of certain conditions or obligations or the time or period when the right to exercise the Option in respect of all or some of the Option Shares shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of this Scheme.

An offer of the grant of an Option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the Offer Date provided that no such grant of an Option may be accepted after the expiry of the effective period of the Scheme stated in the section headed "LIFE OF THE SCHEME". An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the Grantee for the grant thereof is received by Tapcash Cayman on or before the Acceptance Date.

GRANT OF OPTIONS TO CONNECTED PERSONS

Subject to terms of the Scheme, but only insofar as and for so long as the Listing Rules require, where any offer of an Option is proposed to be made to a Director, chief executive or a substantial shareholder of the Company or any of their respective associates, such offer must first be approved by the independent non-executive Directors of the Company (excluding the independent non-executive Director who or whose associates is the grantee of an Option).

Where any grant of Options to a substantial shareholder or an independent non-executive Director of the Company, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the relevant class of securities in issue; and
- (b) (where the securities are listed on the Stock Exchange) having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million,

such further grant of Options must be approved by shareholders of the Company (voting by way of a poll). The Grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting (except that they may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular).

DURATION OF THE SCHEME

On and subject to terms provided in the Scheme and subject to the terms and conditions upon which the Option was granted, an Option may be exercised by the Grantee at any time during the Option Period, provided the Option Period shall not exceed ten years from the date of grant.

EXERCISE OF OPTIONS

An Option shall be exercised in whole or in part within the Option Period by giving notice in writing to Tapcash Cayman stating that the Option is thereby exercised and specifying the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given.

Subject as hereinafter provided and subject to the terms and conditions upon which the Option was granted, an Option may be exercised by the Grantee at any time during the Option Period, provided that:

- (a) in the event that the Grantee dies or becomes permanently disabled before exercising an Option (or exercising it in full) and none of the events for termination of employment or engagement under paragraph (c) of this section exists which respect to such Grantee, he (or

his legal representative(s)) may exercise the Option up to the Grantee's entitlement immediately prior to the death or permanent disability (to the extent not already exercised) within a period of 12 months in the event of death and within a period of 6 months in the event of permanent disability following his death or permanent disability or such longer period as the Board may determine;

- (b) in the event that the Grantee ceases to be an Eligible Person for any reason (including his employing company ceasing to be a member of the Tapcash Group) other than his death, permanent disability, retirement pursuant to such retirement scheme applicable to the Tapcash Group at the relevant time or the transfer of his employment to an affiliate company or the termination of his employment with the relevant member of the Tapcash Group by resignation or Culpable Termination, the Option (to the extent already exercisable) shall expire on the date of the cessation of such employment and the Option (to the extent not already exercisable) shall lapse on the date of cessation of such employment and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such cessation;
- (c) in the event that the Grantee ceases to be an Eligible Person by reason of the termination of his employment or retirement by resignation or Culpable Termination, the Option (to the extent already exercisable) shall expire on the date of the cessation of such employment and the Option (to the extent not already exercisable) shall lapse on the date on which the notice of termination is served (in the case of resignation or retirement) or the date on which the Grantee is notified of the termination of his employment (in the case of Culpable Termination) and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such service or notification. A resolution of the Board resolving that the Eligible Person's Option has lapsed pursuant to this paragraph (c) of this section shall be final and conclusive;
- (d) if:
 - (i) the Board in its absolute discretion at any time determines that a Grantee has ceased to be an Eligible Person; or
 - (ii) a Grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions that may be attached to the grant of the Option or which were the basis on which the Option was granted,

the Option shall lapse on the date on which the Grantee is notified thereof (in the case of (i)) or on the date on which the Grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions as aforesaid (in the case of (ii)) and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable up to the Grantee's entitlement immediately prior to the determination of the Board (in the case of (i)) or the failure of the Grantee to satisfy or comply with the criteria or terms and conditions attached to the grant of the Option or which were the basis on which the Option was granted (in the case of (ii)) within such period as the Board may in its absolute discretion determine following the date of such notification or the date of such failure, non-satisfaction or non-compliance. In the case of (i), a resolution of the Board resolving that the Grantee's Option has lapsed pursuant to this paragraph (d) of this section shall be final and conclusive;

- (e) if a Grantee (being a corporation):
 - (i) has a liquidator or receiver appointed anywhere in the world in respect of the whole or any part of the assets or undertaking of the Grantee; or
 - (ii) has suspended, ceased or threatened to suspend or cease business; or
 - (iii) is unable to pay its debts; or
 - (iv) otherwise becomes insolvent; or
 - (v) suffers a change in its constitution, management, directors or shareholding which in the opinion of the Board is material; or
 - (vi) commits a breach of any contract entered into between the Grantee or its associate(s) and any member of the Tapcash Group,
- (f) if a Grantee (being an individual):
 - (i) is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law or has otherwise become insolvent; or
 - (ii) has made any arrangement or composition with his creditors generally; or
 - (iii) has been convicted of any criminal offence involving his integrity or honesty; or
 - (iv) commits a breach of any contract entered into between the Grantee or his associate(s) and any member of the Tapcash Group,

the Option shall lapse on the date on which he is deemed unable or to have no reasonable prospects of being able to pay his debts as aforesaid or on the date on which a petition for bankruptcy has been presented in any jurisdiction or on the date on which he enters into the said arrangement or composition with his creditors or on the date of his conviction or on the date of the said breach of contract (as the case may be) and not be exercisable unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable up to the Grantee's entitlement immediately prior to the occurrence of any of the event(s) mentioned in paragraphs (i) to (iv) of this paragraph within such period as the Board may in its absolute discretion determine following the date of such occurrence. A resolution of the Board resolving that the Grantee's Option has lapsed pursuant to this paragraph (i) for breach of contract as aforesaid shall be final and conclusive;

- (g) if a general offer is made to all holders of Shares and such offer becomes or is declared unconditional in all respects (in the case of a takeover offer) or is approved by the requisite majorities at the relevant meetings of shareholders of Tapcash Cayman (in the case of a scheme of arrangement), the Grantee shall be entitled to exercise the Option (to the extent not already exercised) at any time (in the case of a takeover offer) within one month after the date on which the offer becomes or is declared unconditional or (in the case of a scheme of arrangement) prior to such time and date as shall be notified by Tapcash Cayman;
- (h) if a compromise or arrangement between Tapcash Cayman and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction of Tapcash Cayman or its amalgamation with any other company, Tapcash Cayman shall give notice thereof to the Grantees who have Options unexercised at the same time as it dispatches notices to all members or creditors of Tapcash Cayman summoning the meeting to consider such a compromise or arrangement and thereupon each Grantee (or his legal representatives or receiver) may until the expiry of the earlier of:
 - (i) the Option Period;
 - (ii) the period of two months from the date of such notice; or
 - (iii) the date on which such compromise or arrangement is sanctioned by the court,

exercise in whole or in part his Option. Except insofar as exercised in accordance with this paragraph (h), all Options outstanding at the expiry of the relevant period referred to in this paragraph (h) shall lapse. Tapcash Cayman may thereafter require each Grantee to transfer or otherwise deal with the Shares issued on exercise of the Option to place the Grantee in the same position as would have been the case had such Shares been the subject of such compromise or arrangement; and

- (i) in the event a notice is given by the Tapcash Cayman to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up Tapcash Cayman, Tapcash Cayman shall on the same date as or soon after it dispatches such notice to each member of Tapcash Cayman give notice thereof to all Grantees and thereupon, all Options shall lapse on the same date when such notice is served.

CANCELATION OF OPTIONS

The Board shall be entitled for the following causes to cancel any Option in whole or in part by giving notice in writing to the Grantee stating that such Option is thereby cancelled with effect from the date specified in such notice (the “**Cancellation Date**”):

- (a) the Grantee commits or permits or attempts to commit or permit a breach of the section headed “TRANSFERABILITY” or any terms or conditions attached to the grant of the Option;
- (b) the Grantee makes a written request to the Board for the Option to be cancelled; or
- (c) if the Grantee has, in the opinion of the Board, conducted himself in any manner whatsoever to the detriment of or prejudicial to the interests of Tapcash Cayman or a Subsidiary.

The Option shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Option which has not been exercised as at the Cancellation Date. No compensation shall be payable upon any such cancellation, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case.

LAPSE OF OPTIONS

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods referred paragraphs (a) to (i) under the section headed “EXERCISE OF OPTIONS”;
- (c) subject to paragraph (i) under the section headed “EXERCISE OF OPTIONS”, the date of the commencement of the winding-up of Tapcash Cayman ;
- (d) there is an unsatisfied judgment, order or award outstanding against the Grantee or the Board has reason to believe that the Grantee is unable to pay or to have no reasonable prospect of being able to pay his/its debts;

- (e) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in paragraph (e) under the section headed “EXERCISE OF OPTIONS” or paragraph (d) under this section; or
- (f) a bankruptcy order has been made against any director or shareholder of the Grantee (being a corporation) in any jurisdiction.

No compensation shall be payable upon the lapse of any Option, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case.

RIGHTS ATTACHING TO THE OPTIONS

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association and the laws of the Cayman Islands from time to time and shall rank *pari passu* in all respects with and shall have the same voting, dividend and other rights as attached to the then existing fully paid Shares in issue commencing from (i) the Allotment Date or, (ii) if that date falls on a day when the register of members of Tapcash Cayman is closed, the first date of the re-opening of the register of members.

Accordingly, it will entitle the holders to participate in all dividends or other distributions paid or made on or after (i) the Allotment Date or, (ii) if that date falls on a day when the register of members of Tapcash Cayman is closed, the first day of the re-opening of the register of members, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefore shall be before the Allotment Date.

A Share issued upon the exercise of an Option shall not carry rights until the registration of the Grantee (or any other person) as the holder thereof.

ADJUSTMENTS FOR CHANGES IN SHARES

In the event of any alteration to the capital structure of the Tapcash Cayman while any Option remains exercisable, whether by way of capitalisation of profits or reserves, open offer, rights issue, consolidation, reclassification, reconstruction, sub-division or reduction of the share capital of Tapcash Cayman, the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the maximum number of Shares subject to the Scheme; and/or
- (b) the aggregate number of Shares subject to the Option so far as unexercised; and/or
- (c) the Subscription Price of each outstanding Option.

Where the Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the Auditors appointed by the Tapcash Cayman shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall give the Eligible Persons the same proportion of equity capital as they were previously entitled to. In respect of any such adjustments, other than any made on a capitalisation issue, the Auditors shall confirm to the Board in writing that the adjustments satisfy this requirement;
- (b) any such adjustments shall be made on the basis that the aggregate Subscription Price payable by the Grantee on the full exercise of any Option shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (c) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (d) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 23 of the GEM Listing Rules or Chapter 17 of the Main Board Listing Rules, where applicable, and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (e) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

The capacity of the Auditors is that of experts and not arbitrators and their certification shall be final and binding on Tapcash Cayman and the Grantees in the absence of manifest error. The costs of the Auditors shall be borne by Tapcash Cayman.

If there has been any alteration in the capital structure of Tapcash Cayman as referred to in this section, Tapcash Cayman shall, upon receipt of a notice from the Grantee, inform the Grantee of such alteration and shall either inform the Grantee of the adjustment to be made pursuant to the certificate of the Auditors obtained by Tapcash Cayman for such purpose, or if no such certificate has yet been obtained, inform the Grantee of such fact and instruct the Auditors to issue a certificate in that regard.

RESTRICTION ON THE TIME OF GRANT OF OPTIONS

The Board shall not offer the grant of an Option to any Eligible Person:

- (a) after the Company's inside information has come to its knowledge until such inside information has been announced pursuant to the requirements of the Listing Rules; or
- (b) during the period commencing one month immediately preceding the earlier of:

- (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement.

TRANSFERABILITY

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt so to do (save that the Grantee may nominate a nominee in whose name the Shares issued pursuant to the Scheme may be registered) Any breach of the foregoing shall entitle Tapcash Cayman to cancel any outstanding Option or part thereof granted to such Grantee.

LIFE OF THE SCHEME

The Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date. Upon the expiry of the Scheme as aforesaid, no further Options will be offered but the provisions of the Scheme shall remain in force and effect in all other respects. All Options granted prior to such expiry and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Scheme.

TERMINATION OF THE SCHEME

The Company may by resolution in general meeting at any time terminate the operation of the Scheme. Upon termination of the Scheme as aforesaid, no further Options shall be offered but the provisions of the Scheme shall remain in force and effect in all other respects. All Options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Scheme.

AMENDMENT TO THE SCHEME

The Scheme may be altered in any respect by a resolution of the Board. All Options granted prior to the termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Scheme.

The following shall not be carried out except with the prior sanction of an ordinary resolution of the shareholders of the Company in general meeting:

- (i) any material alteration to its terms and conditions or any change to the terms of Options granted (except where the alterations take effect under the existing terms of the Scheme);
- (ii) any alteration to the provisions of the Scheme in relation to the matters set out in Rule 23.03 of the GEM Listing Rules or Rule 17.03 of the Main Board Listing Rules, where applicable, to the advantage of Grantee;
- (iii) any change to the authority of the Board or any person or committee delegated by the Board to administer the day-to-day running of the Scheme; and
- (iv) any change to the authority of the Board in relation to any alternation of the terms of the Scheme.

provided always that the amended terms of the Scheme shall comply with the applicable requirements of the Listing Rules, where applicable.

DEFINITIONS

For the purpose of this Appendix, the following expressions shall have the following meanings unless the context otherwise requires:

“Acceptance Date”	the date upon which an offer of an Option must be accepted by the relevant Eligible Person, being a date not later than 28 days after the Offer Date;
“Adoption Date”	5 May 2015, the date on which the Scheme is unconditionally adopted by ordinary resolution of the shareholders of the Company;
“Allotment Date”	the date on which Shares are allotted to a Grantee (or his legal representatives) pursuant to the Option granted and exercised hereunder;
“Articles of Association”	the articles of association of the Tapcash Cayman as amended from time to time;
“associate”	shall have the same meaning ascribed to it under the Listing Rules;
“Auditors”	the auditors or independent financial advisor appointed by the Tapcash Cayman;

“Board”	the board of Directors of the Tapcash Cayman or a duly authorised committee thereof;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“close associate”	shall have the same meaning ascribed to it under the Listing Rules;
“Commencement Date”	in respect of any particular Option, the Business Day on which the Option is deemed to be granted and accepted in accordance with the Scheme;
“Company”	IGG Inc, an exempted company incorporated in the Cayman Islands and whose shares are listing on the Stock Exchange;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time;
“connected persons”	shall have the same meaning ascribed to it under the Listing Rules;
“core connected persons”	shall have the same meaning ascribed to it under the Listing Rules;
“Culpable Termination”	termination of the employment of an Executive on the grounds that he has been guilty of serious misconduct, or there exists grounds allowing his summary dismissal under his employment contract or under common law, or he is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law, or he has become otherwise insolvent or has made any arrangement or composition with his creditors generally, or he has been convicted of any criminal offence involving his integrity or honesty;
“Directors”	directors of Tapcash Cayman;
“Eligible Person”	means any of the following persons: (a) an Executive, any full-time or part-time employee, any person to whom any offer of employment has been made, or a person for the time being seconded to work full-time or part-time for any member of the Tapcash Group;

- (b) a director or proposed director (including a non-executive director and/or an independent non-executive director) of any member of the Tapcash Group;
- (c) a direct or indirect shareholder of any member of the Tapcash Group;
- (d) a supplier of goods or services to any member of the Tapcash Group;
- (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Tapcash Group;
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Tapcash Group; and
- (g) an associate of any of the foregoing persons;
- (h) who, in the sole opinion of the Board, will contribute to or have contributed to the Tapcash Group.

“Executive”

any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Tapcash Group;

“Expiry Date”

in respect of an Option, such date of the expiry of the Option as the Board may in its absolute discretion determine and which shall not exceed 10 years from the Commencement Date but subject to the provisions for early termination thereof contained herein;

“GEM Listing Rules”

the Rules Governing the Listing of Securities on Growth Enterprise Market of the Stock Exchange;

“Grantee”

any Eligible Person who accepts the offer of the grant of an Option in accordance with the terms of the Scheme or (in the case of an Eligible Person being an individual and where the context so permits) the legal personal representative(s) entitled to any such Option in consequence of the death of the Eligible Person;

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC;

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Listing Rules”	The GEM Listing Rules or the Main Board Listing Rules, where applicable;
“Offer Date”	the date on which the Option is offered in writing to the Eligible Person, which must be a Business Day;
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the Scheme and for the time being subsisting;
“Option Period”	in respect of an Option, the period commencing immediately after the Commencement Date and expiring on the Expiry Date for such Option;
“Option Shares”	Shares to which any particular Option relates;
“PRC”	the People’s Republic of China (for the purpose of this Scheme, excluding Hong Kong, the Macau Special Administrative Region and Taiwan);
“Scheme”	this share option scheme, the rules of which are set out in this document in its present or any amended form;
“Shares”	ordinary shares of US\$0.01 each in the capital of Tapcash Cayman, or, if there has been a capitalisation issue, rights issue, sub-division, consolidation, reclassification of or reconstruction of the share capital of Tapcash Cayman, shares forming part of the ordinary share capital of Tapcash Cayman;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the Scheme;
“Subsidiary”	a subsidiary (within the meaning of the Companies Ordinance as amended from time to time) of Tapcash Cayman from time to time;
“Tapcash Cayman ”	Tap Media Technology Inc., an exempted company incorporated in the Cayman Islands with limited liability on 11 November 2014 and a subsidiary of the Company;
“Tapcash Group ”	Tapcash Cayman and its Subsidiaries;

NOTICE OF ANNUAL GENERAL MEETING



IGG INC

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8002)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of IGG Inc (the “Company”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 5 May 2015 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the auditors of the Company for the year ended 31 December 2014;
2. to re-elect Mr. Kee Lock Chua as a non-executive director of the Company (“Director”);
3. to re-elect Dr. Horn Kee Leong as an independent non-executive Director;
4. to re-elect Ms. Zhao Lu as an independent non-executive Director;
5. To authorise the board of Directors (“Board”) of the Company to fix the remunerations of the Directors;
6. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

7. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of the Hong Kong Limited (the “GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 Rights Issue (as defined in paragraph (d)) below; or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolutions.

“**Right Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holder of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”;

8. “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares in the capital of the Company on GEM 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 GEM for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as ascribed to it under paragraph (d) of the resolution No. 7 of the notice convening the Annual General Meeting; and

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** conditional upon the passing of resolutions No. 7 and 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution No. 7 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution No. 8 above.”
10. “**THAT**:

the rules of Tapcash Subsidiary Share Option Scheme (as defined in the circular of the Company dated 31 March 2015) be and are hereby approved and adopted and the directors of Tap Media Technology Inc. be and are hereby authorized to grant options and to allot, issue shares pursuant to the exercise of any options granted thereunder and to take all such steps as they may consider necessary or expedient to implement Tapcash Subsidiary Share Option Scheme.

By order of the Board
IGG INC
Zongjian Cai
Chairman

Hong Kong, 31 March 2015

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.

Registered office:

Offshore Incorporations (Cayman) Limited
Floor 4, Willow House, Cricket Square
P.O. Box 2804, Grand Cayman, KY1-1112
Cayman Islands

Headquarters and principal place of business in Singapore:

No. 10 Jalan Kilang
Sime Darby Enterprise Centre
#07-03 Singapore 159410

Principal place of business in Hong Kong:

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and vote in person. In such event, his form of proxy will be deemed to have been revoked.
- (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) A form of proxy for use at the meeting is enclosed.
- (4) 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 branch share registrar and transfer office in Hong Kong, 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.
- (5) According to Rule 17.47(4) of the GEM Listing Rules and Article 66 of the articles of association of the Company, the voting at the AGM will be taken by poll.
- (6) The Register of Members of the Company will be closed from Thursday, 30 April 2015 to Tuesday, 5 May 2015, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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, 29 April 2015.