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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your 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 IAG Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**IAG HOLDINGS LIMITED**

**官酝控股有限公司**

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

**(Stock code: 8513)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of the Company to be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 17 October 2023 at 2:00 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof to the office of 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

This circular will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least seven days from the date of its posting. This circular will also be published and remains on the website of the Company at [www.inzign.com](http://www.inzign.com).

28 September 2023

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms or expressions have the following meanings:*

“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	IAG Holdings Limited 官酝控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (Stock Code: 8513)
“Director(s)”	the director(s) of the Company
“EGM Notice”	the notice of the Extraordinary General Meeting to be despatched to the Shareholders together with this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 17 October 2023 at 2:00 p.m. or any adjournment thereof to consider and, if appropriate, to approve the Proposed Change of Company Name
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “IAG Holdings Limited” to “MaxWin International Holdings Limited” and the proposed change of the the dual foreign name in Chinese of the Company from “官酝控股有限公司” to “加和國際控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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**IAG HOLDINGS LIMITED**

**官酝控股有限公司**

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

**(Stock code: 8513)**

*Executive Directors:*

Mr. Phua Swee Hoe *(Chairman)*

Ms. WU Haiyan

Ms. XU Bin

*Non-executive Director:*

Mr. Tay Koon Chuan

*Independent non-executive Directors:*

Dr. Cheung Ka Yue

Mr. Liang Qianyuan

Mr. Tan Yew Bock

*Registered Office in*

*the Cayman Islands:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarter and principal place of*

*business in Singapore:*

16 Kallang Place

#02-10

Singapore 339156

28 September 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the special resolution to be proposed at the EGM to seek approval of the Shareholders in respect of the Proposed Change of Company Name.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “IAG Holdings Limited” to “MaxWin International Holdings Limited” and change the the dual foreign name in Chinese of the Company from “官酝控股有限公司” to “加和國際控股有限公司”.

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## LETTER FROM THE BOARD

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### Conditions

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (2) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

### Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the new business plans of the Company and its direction of future business development. The Board believes that the proposed new name of the Company will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### Effect on the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of any Shareholder or holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name. The Board intends to change the stock short name accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becoming effective.

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## LETTER FROM THE BOARD

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The Company will make further announcement(s) on the Proposed Change of Company Name as soon as practicable after the Proposed Change of Company Name has become effective and will announce the change of the stock short name following the Proposed Change of Company Name. The stock code of the Company will remain as “8513”.

### **EGM**

Set out on pages 6 to 7 of this circular is a notice convening the EGM for the Shareholders to consider and, if appropriate, to approve the special resolution relating to the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof to the office of 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. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the EGM will demand a poll for each and every resolution put forward at the EGM pursuant to the Articles. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 17.47(5) of the GEM Listing Rules.

The Proposed Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. As none of the Shareholders is interested in the Proposed Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Tuesday, 17 October 2023, the register of members of the Company will be closed from Friday, 13 October 2023 to Tuesday, 17 October 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4: 30 p.m. on Thursday, 12 October 2023. All persons who are registered holders of the Shares on Tuesday, 17 October 2023, the record date of the EGM, will be entitled to attend and vote at the EGM.

### 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By Order of the Board  
**IAG Holdings Limited**  
**Phua Swee Hoe**  
*Chairman*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# IAG HOLDINGS LIMITED

## 官酝控股有限公司

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

**(Stock code: 8513)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of IAG Holdings Limited (the “Company”) will be held at Unit 1102, 11th Floor, Brill Plaza, No. 84 To Kwa Wan Road, To Kwa Wan, Kowloon, Hong Kong on Tuesday, 17 October 2023 at 2:00 p.m., to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “IAG Holdings Limited” to “MaxWin International Holdings Limited”, and the dual foreign name in Chinese of the Company be changed from “官酝控股有限公司” to “加和國際控股有限公司” with effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands (the “**Change of Company Name**”), and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (whether by hand, under seal or as a deed) and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of giving effect to the Change of Company Name.”

By Order of the Board  
**IAG Holdings Limited**  
**Phua Swee Hoe**  
*Chairman*

Singapore, 28 September 2023

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Headquarter and principal place  
of business in Singapore:*  
16 Kallang Place  
#02-10  
Singapore 339156

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) 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 notarially certified copy thereof) must be deposited at the office of 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 fixed for holding the meeting or any adjournment thereof (as the case may be).
- (3) Completion and return of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (5) The register of members of the Company will be closed from Friday, 13 October 2023 to Tuesday, 17 October 2023 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at the extraordinary general meeting. In order to qualify for attending and voting at the extraordinary general meeting to be held on Tuesday, 17 October 2023, all transfers of shares accompanied by the relevant share certificates and transfer forms, 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4: 30 p.m. on Thursday, 12 October 2023.
- (6) Pursuant to Article 66 of the articles of association of the Company, the above resolution put to vote at the meeting shall be decided by poll.
- (7) If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the extraordinary general meeting, the extraordinary general meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.inzign.com](http://www.inzign.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.
- (8) As required under the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, all of the above resolutions will be voted by way of poll.