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## **IGG INC**

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

**(Stock Code: 799)**

### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION; (2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

#### **(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to amend the Articles of Association and to adopt the Fourth Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Articles of Association for the purpose of, among others, (i) bringing the Articles of Association up to date and in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) incorporating certain house-keeping amendments.

The proposed amendments to the Articles of Association as well as the adoption of the Fourth Amended and Restated Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM.

#### **(2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board wishes to announce that, after considering the recommendation of the Nomination Committee, the Board proposes to appoint Ms. Feng Li as an independent non-executive Director. The proposed appointment of Ms. Feng Li is subject to the approval by the Shareholders at the AGM by way of an ordinary resolution and will take effect, if approved, from the conclusion of the AGM.

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**(2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board has been in a stable composition. Most of the Directors, including independent non-executive Directors, have been serving since the Company's listing of its Shares on the Growth Enterprise Market of the Stock Exchange in 2013. Among the three independent non-executive Directors, two have surpassed a tenure of nine years. While the Board is satisfied that the service term of the independent non-executive Directors did not affect their independence and objective judgement, the Board would like to further enhance Board diversity by bringing in new insights and experience to the Board. The Company has been actively focusing on the succession planning for independent non-executive Directors while maintaining a balance between continuity and refreshment. Pursuant to code provision B.2.4 of Appendix C1 of the Listing Rules, the Company has appointed a new independent non-executive Director in 2023. Since last year, the Company has been identifying and evaluating suitable candidates. When considering a potential qualified candidate for independent non-executive director, the Nomination Committee and the Board will assess the candidate with reference to his/her professional qualifications, past experience in related industries and time contribution to the Company. The Board wishes to announce that, after considering the recommendation of the Nomination Committee, the Board proposes to appoint Ms. Feng Li ("Ms. Li") as an independent non-executive Director. The proposed appointment of Ms. Li is subject to the approval by the Shareholders at the AGM by way of an ordinary resolution and will take effect, if approved, from the conclusion of the AGM.

Set out below is the biographical profile of Ms. Li:

Ms. Li, aged 60, has approximately 30 years of experience in enterprise management, 10 years of experience as a university teacher and 18 years of experience as a volunteer in public welfare organizations. Ms. Li has been serving as the executive director of Fujian Boyi Consultation Co., Ltd. since 1994. She served as the general manager of Fujian Chuanli Animation Technology Development Co Ltd from 2008 to 2015. Ms. Li served as the leader of education business at NetDragon Websoft Inc. from April 2004 to January 2006. She also served as a teacher in the department of business enterprise management at Fujian Jiangxia College (formerly known as Fujian Economic Management Cadres College) from 1985 to 1994. Since 2006, she has been a volunteer mentor in the Fujian Youth Entrepreneurship Promotion Association (an NGO), and in 2015, she received the Mentor of the Year Award from the “Youth Business International (YBI)” in Dubai, which is a globally unique award. Currently, her social position is one of the first batch of 10,000 outstanding innovation and entrepreneurship mentors recognized by the Ministry of Education of the People’s Republic of China.

Ms. Li graduated from the Department of Agricultural Economics at Fujian Agriculture and Forestry University, the People’s Republic of China (formerly known as Fujian College of Agriculture) in 1985 with a bachelor’s degree specialized in the management and economics.

Subject to the approval by the Shareholders at the AGM on the appointment of Ms. Li as an independent non-executive Director, a service contract will be entered into between the Company and Ms. Li for an initial term of three years commencing from the date of approval by the Shareholders at the AGM on her appointment, subject to retirement by rotation and re-election pursuant to the Fourth Amended and Restated Articles of Association.

Ms. Li will be entitled to receive director’s fee of US\$30,000 per annum which was determined by the Board based on the recommendation of the Remuneration Committee with reference to her duties and responsibilities and the prevailing market conditions. Ms. Li’s remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the date of this announcement, Ms. Li (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules); and (iv) does not have, or is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Li confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Saved as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to her proposed appointment that needs to be brought to the attention of the Shareholders.

### **(3) GENERAL**

A circular containing, inter alia, (i) details in relation to the proposed amendments to the Articles of Association and the adoption of the Fourth Amended and Restated Articles of Association; (ii) details of the proposed appointment of Ms. Li as an independent non-executive Director; and (iii) notice of the AGM, will be despatched to the Shareholders in due course.

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

“AGM”	the annual general meeting of the Company to be held on Wednesday, 29 May 2024
“Fourth Amended and Restated Articles of Association”	the fourth amended and restated articles of association of the Company to be adopted by the Company subject to the approval of the Shareholders by way of a special resolution at the AGM
“Board”	the board of directors of the Company
“Company”	IGG Inc, an exempted company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Articles of Association”	the third amended and restated articles of association of the Company adopted by special resolution passed on 29 June 2023
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (chapter 571 of the Laws of Hong Kong)

“Shares”	shares of US\$0.0000025 each in the capital of the Company
“Shareholder(s)”	holder of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America

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

Hong Kong, 27 March 2024

*As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Zongjian Cai, Mr. Yuan Xu, Mr. Hong Zhang, Ms. Jessie Shen and Mr. Feng Chen; one non-executive Director, namely, Mr. Yuan Chi; and three independent non-executive Directors, namely, Dr. Horn Kee Leong, Ms. Zhao Lu and Mr. Kam Wai Man.*