
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**迎宏控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8513)

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

A notice convening an extraordinary general meeting of the Company to be held at Warren Golf and Country Club, 81 Choa Chu Kang Way, Singapore 688263 on Friday, 14 February 2020 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 "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.inzign.com.

22 January 2020

CHARACTERISTICS OF GEM

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

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 迎宏控股有限公司, 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 Warren Golf and Country Club, 81 Choa Chu Kang Way, Singapore 688263 on Friday, 14 February 2020 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 dual foreign name in Chinese of the Company from “迎宏控股有限公司” to “官酝控股有限公司”
“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

LETTER FROM THE BOARD

IAG HOLDINGS LIMITED

迎宏控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8513)

Executive Directors:

Mr. Phua Swee Hoe (*Chairman*)

Ms. Ng Hong Kiew

Mr. Yang Jiangyuan

Non-executive Director:

Mr. Tay Koon Chuan

Independent Non-executive Directors:

Mr. Tan Yew Bock

Mr. Ong Kian Guan

Mr. Chow Wen Kwan

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

22 January 2020

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

Reference is made to the announcement of the Company dated 17 January 2020, in relation to the Proposed Change of Company Name. The English name of the Company, “IAG Holdings Limited” remains unchanged. The Company intends to put forward to the Shareholders for their approval of a special resolution that the dual foreign name in Chinese of the Company be changed from “迎宏控股有限公司” to “官酝控股有限公司”.

LETTER FROM THE BOARD

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

As disclosed in the voluntary announcement of the Company dated 24 October 2019, the Company and its subsidiaries will explore new business opportunities by entering the Chinese liquor and the e-commerce industry in the PRC. The Board considers that the Proposed Change of Company Name will strengthen the corporate profile and brand recognition in Hong Kong and the PRC to implement the Group's growth strategies for the new business opportunities and better reflect the Group's current and future business development and direction. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development and is in the best 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.

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Friday, 14 February 2020, the register of members of the Company will be closed from Tuesday, 11 February 2020 to Friday, 14 February 2020, 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 Monday, 10 February 2020. All persons who are registered holders of the Shares on Friday, 14 February 2020, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

IAG HOLDINGS LIMITED

迎宏控股有限公司

(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 Warren Golf and Country Club, 81 Choa Chu Kang Way, Singapore 688263 on Friday, 14 February 2020 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 dual foreign name in Chinese of the Company be changed from “迎宏控股有限公司” to “官酝控股有限公司” 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 and the English name “IAG Holdings Limited” remains unchanged (the “**Change of Company Name**”), and that any one or more of the directors 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, 22 January 2020

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Tuesday, 11 February 2020 to Friday, 14 February 2020 (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 Friday, 14 February 2020, 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 Monday, 10 February 2020.
- (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 and the Stock Exchange at 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.