

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tian Ge Interactive Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Tian Ge Interactive Holdings Limited**  
**天鵲互動控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1980)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SECURITIES  
AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED APPOINTMENT OF AUDITOR  
AND  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the AGM of Tian Ge Interactive Holdings Limited to be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Friday, 29 May 2026 at 2:30 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.tiange.com](http://www.tiange.com)).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Wednesday, 27 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

30 April 2026

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	11
<b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	14
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	18

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Friday, 29 May 2026 at 2:30 p.m. or any adjournment thereof and notice of which is set out on pages 18 to 22 of this circular
“Articles of Association”	the memorandum and articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	board of Directors
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by HKSCC
“Companies Act”	the Companies Act, 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”	Tian Ge Interactive Holdings Limited (天鵠互動控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 28 July 2008, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	the final dividend for the year ended 31 December 2025 recommended by the Board for approval by the Shareholders at the AGM
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or otherwise deal with (including any sale or transfer of Treasury Shares out of treasury) securities not exceeding 20% of the number of the issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China
“Record Date”	5 June 2026, being the record date for the purpose of determining the entitlement of Shareholders to the Final Dividend
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of par value of US\$0.0001 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Future Commission, as amended, supplemented or otherwise modified from time to time
“Treasury Shares”	Shares repurchased and held by the Company in treasury (as permitted by the Listing Rules with effect from 11 June 2024), as authorised by the laws of the Cayman Islands and the Articles of Association, as amended and supplemented from time to time, which, for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“United States”	United States of America
“US\$”	United States dollars, the lawful currency of the United States
“%”	percent

For the purpose of translating certain amounts denominated in HK\$ to RMB, an exchange rate of HK\$1.00 = RMB0.88 has been applied. This exchange rate is for illustrative purpose only and such conversion shall not be construed as a representation that amounts in HK\$ could be converted into RMB at such rate.

---

## LETTER FROM THE BOARD

---



### Tian Ge Interactive Holdings Limited

天鵲互動控股有限公司

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

**(Stock Code: 1980)**

*Executive Directors:*

Mr. Fu Zhengjun (*Chairman*)

Mr. Mai Shi'en

Mr. Zhao Weiwen

*Non-executive Director:*

Ms. Cao Fei

*Independent non-executive Directors:*

Mr. Tse Ming Lun Alan

Mr. Wang Mingchun

Mr. Lam Yick Man

*Registered office:*

Grand Pavilion, Hibiscus Way

802 West Bay Road

P.O. Box 31119

KY1-1205

Cayman Islands

*Headquarters:*

13-14/F

Intime City Tower E

Gongshu District

Hangzhou, PRC

*Principal place of business in Hong Kong:*

31/F, Tower Two

Times Square, 1 Matheson Street

Causeway Bay

Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SECURITIES  
AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED APPOINTMENT OF AUDITOR  
AND  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to give you the notice of AGM and the following proposals to be put forward at the AGM including: a) granting of the General Mandate to issue securities and the Repurchase Mandate to repurchase Shares; and b) the re-election of the retiring Directors; c) the appointment of auditor; and d) the declaration of the Final Dividend.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO ISSUE SECURITIES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new securities or to resell or transfer any Treasury Shares held under the name of the Company out of treasury, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue and deal with securities. At the AGM, an ordinary resolution no. 9(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue, resell and/or otherwise deal with the Shares and/or Treasury Shares in an amount not exceeding 20% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing the resolution in relation to the General Mandate.

As at the Latest Practicable Date, there were 1,109,390,162 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 9(A) and on the basis that no further securities are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue and/or resell a maximum of 221,878,032 Shares or Treasury Shares (whether by way of Share or otherwise).

In addition, subject to a separate approval of ordinary resolution no. 9(C), the number of Shares repurchased by the Company under ordinary resolution no. 9(B) will also be added to extend the General Mandate as mentioned in ordinary resolution no. 9(A), provided that such additional value shall represent up to 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the General Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, the number of issued shares of the Company was 1,109,390,162 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 110,939,016 Shares which represent 10% of the issued Shares (excluding any Treasury Shares) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association, Mr. Mai Shi'en, Ms. Cao Fei and Mr. Wang Mingchun shall retire, and being eligible, offer themselves for re-election as Directors at the AGM. In addition, Mr. Zhao Weiwen was appointed as an executive Director on 28 November 2025. Pursuant to the Articles of Association, Mr. Zhao Weiwen shall hold office until the AGM and, being eligible, offer himself for re-election at the AGM.

Recommendations to the Board for the proposal for Mr. Zhao Weiwen as an executive Director, Mr. Mai Shi'en as an executive Director, Ms. Cao Fei as a non-executive Director and Mr. Wang Mingchun as an independent non-executive as Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the nomination policy of the Company.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of the abovementioned Directors.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **Recommendation of the Nomination Committee with respect to the independent non-executive Director subject to re-election at the AGM**

The Nomination Committee had assessed and reviewed the written confirmation of independence of the independent non-executive Director, Mr. Wang Mingchun who has offered himself for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Wang Mingchun remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated his performance and is of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that Mr. Wang Mingchun would bring to the Board his own perspective, skills and experience, as further described in his biographies in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Wang Mingchun can contribute to the diversity of the Board, in particular, with his strong and diversified educational background and professional experience in his expertise, including in-depth knowledge in investment and portfolio management, as well as corporate financing and government relations management.

---

## LETTER FROM THE BOARD

---

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Wang Mingchun for re-election as independent non-executive Director at the AGM.

### PROPOSED APPOINTMENT OF AUDITOR

As stated in the announcement issued by the Company dated 30 April 2026 relating to the proposed change of auditor, Deloitte Touche Tohmatsu (“**Deloitte**”) will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the forthcoming annual general meeting of the Company at the AGM as the Board, based on the recommendation of the Audit Committee, has resolved not to re-appoint Deloitte as the Company’s auditor.

An ordinary resolution no. 8 will be proposed on the AGM to approve the appointment of Rongcheng (Hong Kong) CPA Limited (“**RCHK**”) as the auditor of the Company with effect from the conclusion of the AGM until the next annual general meeting of the Company, and to authorize the Board to fix its remuneration.

Taking into the account the complexity and business plan of the Company, the expected audit scope, audit timetable and auditors’ resources required by the auditor, the estimated audit fee agreed with the RCHK for the audit services relating to the year ending 31 December 2026 will be around RMB1,550,000.

### DECLARATION OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As stated in the announcement issued by the Company dated 30 March 2026 relating to the annual results of the Group for the year ended 31 December 2025, the Board recommended the payment of the Final Dividend of HK\$0.02 per Share for the year ended 31 December 2025. Subject to the satisfaction of the conditions set forth below, the Board proposes the declaration and payment of the Final Dividend out of the share premium account. The Final Dividend is subject to approval by the Shareholders at the AGM and ordinary resolution no. 2 will be proposed to the Shareholders for voting at the AGM.

As at the Latest Practicable Date, the Company had 1,109,390,162 Shares in issue. Based on such number of issued Shares, the Final Dividend, if declared and paid, will amount to approximately HK\$22,187,804 (equivalent to approximately RMB19,525,268). Subject to the fulfilment of the conditions set forth below, the Final Dividend will be paid out of the share premium account pursuant to Articles 133 and 134 of the Articles of Association and in accordance with the Companies Act.

As at 31 December 2025, based on the consolidated financial statements of the Group for the year ended 31 December 2025, the amount standing to the credit of the share premium account was approximately RMB1,272,249,000 (equivalent to approximately HK\$1,445,737,500). Based on the number of issued Shares as at the Latest Practicable Date and assuming that there will be no further change to the amount standing to the credit of the share premium account immediately before payment of the Final Dividend, following the payment of the Final Dividend, there will be a remaining balance of approximately RMB1,252,723,732 (equivalent to approximately HK\$1,423,549,695) standing to the credit of the share premium account.

---

## LETTER FROM THE BOARD

---

### **Conditions of the declaration and payment of the Final Dividend out of the share premium account**

The declaration and payment of the Final Dividend out of the share premium account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM declaring and approving the payment of the Final Dividend out of the share premium account pursuant to Articles 133 and 134 of the Articles of Association; and
- (b) the Directors being satisfied that the Company will, immediately following the date on which the Final Dividend is proposed to be paid, be able to pay its debts as they fall due in the ordinary course of business.

### **Reasons for and effect of the declaration and payment of the Final Dividend out of the share premium account**

The Company is a holding company, and the Group's business is carried out through operating companies within the Group at which level earnings are retained. Having considered various factors including the sufficiency of cash flow of the Company, the Board considers it appropriate and proposes that the Final Dividend be paid out of the share premium account in accordance with Articles 133 and 134 of the Articles of Association and the Companies Act. In addition, the Board considers that it may be unnecessary to maintain the share premium account at the current level and it is in the interests and for the commercial benefit of the Company and the Shareholders as a whole to distribute the Final Dividend.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal or par value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The Directors are of the view that there are no reasonable grounds for believing that the Company will, immediately following the date on which the Final Dividend is proposed to be paid, be unable to pay its debts as they fall due in the ordinary course of business.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 26 May 2026 to 29 May 2026, both days inclusive, in order to determine the Shareholders' right to attend and vote at the AGM to be held on 29 May 2026. The record date to determine the right to attend and vote at the forthcoming AGM is 29 May 2026. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 22 May 2026.

---

## LETTER FROM THE BOARD

---

The register of members of the Company will be closed from 4 June 2026 to 5 June 2026, both days inclusive, in order to determine the Shareholders' entitlements to receive the Final Dividend (if approved by the Shareholders at the AGM). The Record Date is 5 June 2026. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 3 June 2026.

Shareholders whose names appear on the register of members of the Company on the Record Date will be entitled to receive the Final Dividend.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 22 of this circular is the notice of the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue securities, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the appointment of the auditor and the declaration of the Final Dividend.

### FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.tiange.com](http://www.tiange.com)). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no less than 48 hours before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Wednesday, 27 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

### VOTING BY POLL

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the AGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for 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 Directors consider that the proposed resolutions for the granting of the General Mandate to issue securities, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the appointment of the auditor and the declaration of the Final Dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Tian Ge Interactive Holdings Limited**  
**Fu Zhengjun**  
*Chairman*

Hong Kong, 30 April 2026

---

## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

---

*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules).

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### EXECUTIVE DIRECTORS

**Mr. Mai Shi'en (麥世恩)**, aged 50, was appointed as a Director of our Board on 5 March 2014 and re-designated as an executive Director on 11 March 2014. He is a member of Remuneration Committee. From August 2012 to April 2014, Mr. Mai served as the chief financial officer of the Company and was responsible for the corporate finance, investor relations and financial management of our Group. He had been the chief operating officer of our Group from 22 April 2014 to 31 May 2021 and was responsible for the overall operation of our Group and mergers and acquisitions, as well as our Group's strategy planning and implementation. After the resignation of the former chief financial officer, Mr. Mai had resumed as the chief financial officer of the Company from 31 July 2015 to 31 May 2021. Mr. Mai has served as the directors of a number of subsidiaries or associated companies. Mr. Mai possesses extensive knowledge of the Internet industry and financial management. Prior to joining our Group, Mr. Mai was an executive director and the chief financial officer of Shanghai Nineyou Internet Technology Co. Ltd. (上海久遊網絡科技有限公司), an online games and interactive online platform operator in China, where he worked from September 2005 to July 2012 and was responsible for the company's overall financial planning, internal auditing and investment. From September 2003 to September 2005, Mr. Mai worked at Praxair (China) Investment Co., Ltd. (普萊克斯(中國)投資有限公司), responsible for financial related matters. In addition, from August 1998 to July 2003, Mr. Mai worked in the auditing departments of several top global accounting firms including Ernst & Young, Arthur Anderson and KPMG.

Mr. Mai graduated from Shanghai Jiaotong University (上海交通大學) in Shanghai in July 1998, where he received a bachelor's degree in international finance. He is a Certified Internal Auditor (CIA) admitted by China Institute of Internal Audit (中國內部審計協會) in November 2004 and a Chinese Institute of Certified Public Accountant (CICPA) admitted by Shanghai Certified Public Accountant Association (上海市註冊會計師協會) in December 2009.

---

## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

---

Mr. Mai has entered a service agreement for a term of three years with the Company. According to the service agreement, Mr. Mai is entitled to RMB700,000 per annum as basic salary with social security costs, housing benefits and other employee benefits and he is also entitled to a discretionary bonus as may be determined by the Board and the remuneration committee of the Board based on the performance of his duties and the Company's earnings. The remuneration of Mr. Mai was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Mai is subject to the provisions of his service agreement and the retirement and rotation provisions in the Articles of Association.

As at the Latest Practicable Date, Mr. Mai was deemed to be interested in 4,050,000 Shares within the meaning of Part XV of the Securities and Future Ordinance.

**Mr. Zhao Weiwēn (趙偉文)**, aged 58, the chief executive officer of the Company, was appointed as an executive Director on 28 November 2025, and has nearly 30 years of experience in the Internet industry. Before joining the Group, Mr. Zhao served as the manager of value-added business department and key client department of China Telecom's Jinhua Branch (中國電信金華分公司) in Jinhua, Zhejiang Province from August 1995 to March 2010, where Mr. Zhao was involved in building Internet network infrastructures and related projects.

Mr. Zhao started to work for the Group since April 2010. He was the general manager of Jinhua9158 Network Science and Technology Co., Ltd.\* (金華就約我吧網絡科技有限公司) from April 2010 to July 2010 and the general manager of Jinhua99 Information Technology Co., Ltd.\* (金華玖玖信息技術有限公司) from July 2010 to December 2010. Mr. Zhao has been working as the general manager of Zhejiang Tiange Information and Technology Co., Ltd\* (浙江天格信息技術有限公司) for nearly ten years since January 2011 and is responsible for the daily management of Zhejiang Tiange Information and Technology Co., Ltd, including administration, human resources, IT, finance, customer services, and Internet supervision. Mr. Zhao is also currently serving as executive director and supervisor of a number of subsidiaries of our Group and is in charge of the daily management and development of a number of subsidiaries of the Group.

Mr. Zhao obtained a diploma in project management from the People's Liberation Army Information Engineering College (解放軍信息工程學院) in Zhengzhou in July 1994.

Mr. Zhao has entered into a service agreement for a term of three years with the Company. Pursuant to the service agreement, he shall not receive any Director's fee. However, Mr. Zhao is entitled to additional remuneration for overseeing multiple internal departments of the Company. Mr. Zhao's remuneration for his supervisory role at the Company comprises an annual salary of RMB665,000, annual housing provident fund and social security contributions of approximately RMB35,000 and employer's contribution to a retirement benefit scheme of RMB45,000. The remuneration of Mr. Zhao was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Zhao is subject to the provisions of his service agreement and the retirement and rotation provisions in the Articles of Association.

As at the Latest Practicable Date, Mr. Zhao was interested in 1,105,203 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

**NON-EXECUTIVE DIRECTOR**

**Ms. Cao Fei (曹菲)**, aged 51, was appointed as a non-executive Director on 11 January 2018. She is a member of the Nomination Committee. Ms. Cao has been serving as the vice president, finance of Weibo Corporation (NASDAQ: WB) since September 2017. Ms. Cao served as the vice president, finance of SINA Corporation (NASDAQ: SINA) from January 2017 to September 2017 overseeing the corporate finance department and she served as the corporate controller of SINA Corporation from June 2005 to December 2016. Prior to that, Ms. Cao served as an audit manager in PricewaterhouseCoopers in Beijing from 1997 to 2005.

Ms. Cao is a certified public accountant in China and a member of China Institute of Certified Public Accountants (CICPA) since 2003. Ms. Cao obtained a bachelor's degree in engineering from Shanghai Jiaotong University in July 1997 and an executive master of business administration from Shanghai Jiaotong University in December 2016.

Ms. Cao has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Ms. Cao is entitled to an annual fee of HK\$150,000 as basic salary. The remuneration of Ms. Cao was determined by the Board with reference to her time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Ms. Cao is subject to the provisions of her letter of appointment and the retirement and rotation provisions in the Articles of Association.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Wang Mingchun (王明春)**, aged 66, was appointed as an independent non-executive Director on 30 March 2023. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Wang successively served as staff and deputy director of National Press and Publication Administration from July 1988 to June 1995, where he was responsible for newspaper industry management. From June 1995 to March 1997, he served as the chief editor of China Press Monthly (《中國報刊月報》). From March 1997 to March 2000, he served as the director of sales department of SDX Joint Publishing Company (生活·讀書·新知三聯書店有限公司). He served as a senior vice president of IDG Capital from April 2000 to March 2021, where he was responsible for media crisis management and government relations management. Since March 2022, he served as a partner of Huachuang Future (Suzhou) Technology Co., Ltd. (華創未來(蘇州)科技有限公司), where he was responsible for corporate financing and government relations management.

Mr. Wang obtained his bachelor's degree in Chinese linguistic literature from Sichuan University (四川大學) in July 1985. He obtained his master's degree in law from Party School of Central Committee (中央黨校) in July 1988. He was awarded as an associate editor by National Press and Publication Administration (國家新聞出版署) in February 1995.

Mr. Wang has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Mr. Wang is entitled to an annual fee of HK\$150,000 as basic salary. The remuneration of Mr. Wang was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Wang is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

*\* for identification purposes only*

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

**ISSUED SHARES**

As at the Latest Practicable Date, the number of issued shares of the Company was 1,109,390,162 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 110,939,016 Shares which represent 10% of the issued Shares (excluding any Treasury Shares) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

**REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have general authority to execute repurchases of our Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit us and the Shareholders as a whole.

The repurchase of the Shares listed on the Stock Exchange must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

Subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands, the Company may cancel any Shares it repurchased and/or hold them as Treasury Shares following settlement of the repurchases, subject to, amongst others, market conditions and the Company's capital management needs at the relevant time of the repurchases.

The Company may hold Shares repurchased by the Company as Treasury Shares which remain deposited with CCASS either (i) pending withdrawal from CCASS and registration in the name of the Company or (ii) re-deposited into CCASS and pending resale on the Stock Exchange. For any Shares repurchased by the Company as Treasury Shares which remain deposited with or have been re-deposited into CCASS pending resale on the Stock Exchange, subject to the Directors' approval, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. Such measures may include, for example, an approval from the Directors that (i) the Company shall not, and shall procure its broker not to, give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions (if any), the Company shall withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions (as applicable).

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company.

The Directors believe 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 audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **INTENTION STATEMENT REGARDING REPURCHASED SHARES**

Subject to the applicable requirements under the Listing Rules, the Company may cancel the repurchased Shares following settlement of any such repurchase or hold them as Treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Should the Company decide to hold repurchased Shares in treasury, the Company will, upon completion of the share repurchase, withdraw the repurchased Shares from CCASS and register the Treasury Shares in the Company's name.

#### **GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

### TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

Mr. Fu Zhengjun ("**Mr. Fu**") set up a discretionary trust ("**Mr. Fu's Trust**") with himself as founder, and UBS Trustees (BVI) Limited ("**UBS**") as trustee. The discretionary beneficiaries of Mr. Fu's Trust are Mr. Fu and his family members. Blueberry Worldwide Holdings Limited ("**Blueberry**") is wholly-owned by Three-Body Holdings Ltd ("**Three-Body**"), which is in turn wholly-owned by UBS Nominee Limited and UBS as the trustee of Mr. Fu's Trust. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of Mr. Fu (as founder of Mr. Fu's Trust), UBS and Three-Body was deemed to be interested in 330,695,000 Shares held by Blueberry. Truesense Trading Limited ("**Truesense**") holds 180,201,339 Shares and it is wholly owned by Ms. Hong Yan. Ms. Hong Yan is the spouse of Mr. Fu. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of Mr. Fu (as spouse of Ms. Hong Yan) and Ms. Hong Yan was deemed to be interested in 180,201,339 Shares held by Truesense. In addition, Mr. Fu personally owned 200,000 Shares. In conclusion, as at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Fu was deemed to be interested in a total of 511,096,339 Shares (through Mr. Fu's Trust, his spouse's wholly owned company and himself), representing approximately 46.07% in aggregate number of issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Fu (through Mr. Fu's Trust, his spouse's wholly owned company and himself) in the Company will be increased to approximately 51.19% of the issued Shares, and such increase, in the opinions of the Directors, may give rise to an obligation on the part of Mr. Fu to make a mandatory offer under the Takeovers Code under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the Controlling Shareholders of the Company, namely Mr. Fu, Three-Body, Blueberry, Ms. Hong Yan and Truesense, to make a mandatory offer.

The 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 total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company in the last six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

<b>Month</b>	<b>Highest prices</b>	<b>Lowest prices</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
April	0.610	0.470
May	0.630	0.560
June	0.810	0.570
July	0.710	0.650
August	0.710	0.640
September	0.690	0.630
October	0.680	0.620
November	0.730	0.670
December	0.700	0.670
<b>2026</b>		
January	0.850	0.670
February	0.850	0.720
March	0.810	0.660
April (up to the Latest Practicable Date)	0.750	0.670

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### **Tian Ge Interactive Holdings Limited**

**天鵲互動控股有限公司**

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

**(Stock Code: 1980)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Tian Ge Interactive Holdings Limited (the “Company”) will be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Friday, 29 May 2026 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor for the year ended 31 December 2025.
2. To consider and approve the declaration of a final dividend of HK\$0.02 per share for the year ended 31 December 2025 out of the share premium account of the Company.
3. To re-elect Mr. Mai Shi'en as an executive director of the Company.
4. To re-elect Mr. Zhao Weiwen as an executive director of the Company.
5. To re-elect Ms. Cao Fei as a non-executive director of the Company.
6. To re-elect Mr. Wang Mingchun as an independent non-executive director of the Company.
7. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
8. To appoint Rongcheng (Hong Kong) CPA Limited as auditor of the Company and authorize the board of directors of the Company to fix its remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
- (A) **“That:**
- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and/or otherwise deal with (including any sale or transfer of treasury shares out of treasury) additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to a rights issue or pursuant to the exercise of any subscription rights which may be granted under any share option scheme or any scrip dividend scheme or similar arrangements, any adjustment of rights to subscribe for shares under options and warrants or a special authority granted by the shareholders of the Company or an issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company) with an aggregate number of not more than 20% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution; and
  - (iv) for the purpose of this resolution:
    - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier of:
      - (1) the conclusion of the next annual general meeting of the Company; and
      - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(b) **“Rights Issue”** means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Codes on Takeovers and Mergers and Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall represent up to 10% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution;
- (iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company; and
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (C) “**That** conditional upon the resolutions numbered 9(A) and 9(B) set out above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 9(A) set out above be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 9(B) set out above, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution.”

By order of the Board  
**Tian Ge Interactive Holdings Limited**  
**Fu Zhengjun**  
*Chairman*

Hong Kong, 30 April 2026

*Registered office:*

Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
P.O. Box 31119  
KY1-1205  
Cayman Islands

*Headquarters:*

13-14/F  
Intime City Tower E  
Gongshu District  
Hangzhou, PRC

*Principal place of business in  
Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

- (i) All resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (ii) Ordinary resolution numbered 9(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 9(A) and 9(B) are passed by the shareholders of the Company.
- (iii) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. 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.
- (iv) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (v) In order 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 that power of attorney or authority, must be deposited at the Share Registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Wednesday, 27 May 2026) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (vi) For determining the right to attend and vote at the AGM to be held on 29 May 2026, the register of members of the Company will be closed from 26 May 2026 to 29 May 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date to determine the right to attend and vote at the forthcoming AGM is 29 May 2026. In order to qualify for attending and voting at the AGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 22 May 2026.
- (vii) For determining the entitlement of shareholders of the Company to receive the final dividend, the register of members of the Company will also be closed from 4 June 2026 to 5 June 2026, both days inclusive, during which period no share transfers can be registered. The record date to determine the entitlement of the shareholders of the Company to receive the final dividend is 5 June 2026. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 3 June 2026.
- (viii) In respect of the ordinary resolutions numbered 3 to 6 above, Mr. Mai Shi'en, Mr. Zhao Weiwen, Ms. Cao Fei, Mr. Wang Mingchun shall retire and, being eligible, offer themselves for re-election. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 30 April 2026.
- (ix) In respect of the ordinary resolution numbered 9(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new securities of the Company (including any sale or transfer treasury shares out of treasury) referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (x) In respect of the ordinary resolution numbered 9(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the repurchase mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 30 April 2026.
- (xi) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in the notice of the AGM will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.