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

GRANT OF RESTRICTED SHARE UNITS

The Board announces that on 11 December 2023, the Company granted RSUs in respect of a total of 500,000 Shares pursuant to the Company's RSU Scheme.

The Company has appointed The Core Trust Company Limited (匯聚信託有限公司) as the trustee and XINSHOW LIMITED, a company incorporated in the British Virgin Islands and an independent third party, as the nominee to administer the RSU Scheme.

Reference is made to the Post-IPO Restricted Share Unit Scheme (the “**RSU Scheme**”) adopted by Tian Ge Interactive Holdings Limited (the “**Company**”) on 16 June 2014 (and subsequently amended on 30 March 2021) to incentivize directors of the Company (the “**Director(s)**”), senior management, consultants and employees of the Company for their contribution to the Company, to retain them for continual operation and development of the Company, and to attract suitable personnel for further development of the Company. Details of the RSU Scheme are set out in the prospectus of the Company dated 25 June 2014 and the notice of amendments to the RSU Scheme dated 30 March 2021. The board of Directors (the “**Board**”) announces that on 11 December 2023, the Company granted restricted share units (the “**RSUs**”) in respect of a total of 500,000 ordinary shares of the Company (the “**Shares**”) to the grantee(s) (the “**Grantee(s)**”) as annual rewards.

RSU SCHEME

The Board has resolved to grant RSUs in respect of a total of 500,000 Shares to the Grantee(s) under the RSU Scheme, subject to his/her/their acceptance. Details of the RSUs granted are set out below:

Date of grant	:	11 December 2023
Grantee(s)	:	A total of 1 selected participant
Number of Shares underlying the RSUs granted	:	500,000
Purchase price of Shares underlying the RSUs granted	:	HK\$0
Market price of the Shares underlying the RSUs at the date of grant	:	HK\$0.390
Vesting period of the Shares underlying the RSUs granted	:	250,000 RSUs will be vested on 10 June 2024, 250,000 RSUs will be vested on 10 December 2024, provided that the relevant Grantee(s) remains an employee of the Company or its subsidiaries at the vesting date.
Performance targets	:	There are no performance targets applicable to the RSUs granted.
Clawback mechanism	:	The RSUs granted are subject to the Company's clawback mechanism and may be clawed back if the Grantee's employment is terminated for cause. In the event of termination of the Grantee's employment for cause, any portion of the granted RSUs which are outstanding and unvested as at the relevant date of termination shall forthwith terminate and cease to have any force and effect.
Arrangement for the Company or a subsidiary to provide financial assistance to Grantee(s)	:	Nil

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, none of the Grantee(s) involved in the grant of the RSUs falls within any of the categories referred to in Rule 17.06A(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**"), i.e., (a) the Directors, the chief executives or substantial shareholders of the Company, or their associates; (b) participants who have been granted and are proposed to be granted options and RSUs exceeding the individual limit of 1% as required under Rule 17.03D of the Listing Rules; or (c) the relevant entity participant or service provider participant who has been granted and proposed to be granted options and RSUs in any 12-month period exceeding 0.1% of the relevant issued class of Shares.

Based on the closing price of HK\$0.390 per Share as quoted on the Stock Exchange on 11 December 2023, the market value of the RSUs granted is approximately HK\$195,000.

Number of Shares available for future grants under the RSU Scheme

After the above grant of RSUs, 38,370,808 RSUs will be available for future grants under the RSU Scheme.

The RSU Scheme was adopted prior to the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 in accordance with the transitional arrangements under the existing share schemes.

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

Hong Kong, 11 December 2023

As of the date of this announcement, the executive Directors are Mr. Fu Zhengjun and Mr. Mai Shi'en; the non-executive Directors are Mr. Xiong Xiangdong and Ms. Cao Fei; and the independent non-executive Directors are Mr. Tse Ming Lun Alan, Mr. Wang Mingchun and Mr. Chan Wing Yuen Hubert.