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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)

PROPOSED CHANGE OF AUDITOR

This announcement is made by the board of directors (the “**Board**”) of Tian Ge Interactive Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RETIREMENT OF AUDITOR

The Board announces that PricewaterhouseCoopers (“**PricewaterhouseCoopers**”) 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 expected to be held on June 28, 2024 (the “**AGM**”), as the Board, based on the recommendation from the audit committee of the Company (the “**Audit Committee**”), has resolved not to re-appoint PricewaterhouseCoopers as the Company’s auditor. This decision was made in light of internal corporate governance practices as part of the Company’s strategy to enhance independence of external auditor. While PricewaterhouseCoopers has provided valuable services to the Company over the years, the Board and the Audit Committee believe it is prudent to periodically review and refresh audit arrangements to bring in new perspectives and to enhance the independence of the external auditor of the Company. The Board has therefore resolved to propose a resolution to change the Company’s auditor at the AGM.

Both the Board and the Audit Committee confirm that there is no disagreement between PricewaterhouseCoopers and the Company, and there is no other matter or circumstance in connection with the proposed change of auditor that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Shareholders. PricewaterhouseCoopers has therefore not issued such confirmation as at the date of this announcement.

The Board would like to express its sincere gratitude to PricewaterhouseCoopers for its professional services and support to the Company in the past years.

PROPOSED APPOINTMENT OF INDEPENDENT AUDITOR

The Board further announces that the Board has resolved, pursuant to the articles of association of the Company and upon recommendation from the Audit Committee, to propose the appointment of Deloitte Touche Tohmatsu (“**Deloitte**”) as the Company’s independent auditor with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM by way of an ordinary resolution.

For the proposed appointment of Deloitte as the independent auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the competence and quality of Deloitte including its audit experience, industry knowledge and technical competence; (ii) the service quality and commitment of Deloitte considering its track record; (iii) the audit proposal of Deloitte; (iv) its independence from the Group; (v) its market reputation; and (vi) its proposed resources to be applied to the Company including size and structure of the proposed audit team.

Based on the above, the Audit Committee has assessed and considered that Deloitte is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the proposed change of independent auditor would not have any material impact on the Group and is in the interest of the Company and the Shareholders as a whole.

A circular containing, among other things, information in relation to the proposed change of independent auditor, together with the notice to convene the AGM, will be sent to the Shareholders in due course in accordance with the Listing Rules.

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

Hong Kong, June 6, 2024

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