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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.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES
AND
PROPOSED ADOPTION OF THE 2024 SHARE SCHEME
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, 28 June 2024 at 2:30 p.m. is set out on pages 35 to 40 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) and the website of the Company (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, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, 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, 26 June 2024) 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.

6 June 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	5
APPENDIX I – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	17
APPENDIX II – SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME	21
APPENDIX III – EXPLANATORY STATEMENT	29
NOTICE OF ANNUAL GENERAL MEETING	35

DEFINITIONS

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

“2024 Share Scheme”	the Company’s share options and awards scheme proposed to be approved and adopted by the Shareholders at the AGM, the principal terms of which are set out in Appendix II of this circular
“Adoption Date”	the date of adoption of the 2024 Share Scheme, which is expected to be the date of the AGM
“AGM”	the annual general meeting of the Company to be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Friday, 28 June 2024 at 2:30 p.m., or any adjournment thereof and notice of which is set out on pages 35 to 40 of this circular
“Articles of Association”	the memorandum and articles of association of the Company currently in force
“Award(s)”	restricted Shares and/or Treasury Shares granted or to be granted as a share award under the 2024 Share Scheme
“Board”	board of Directors
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the 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
“Eligible Participant(s)”	an Employee Participant or a Service Provider
“Employee Participant”	directors and employees (whether full time or part time) of the Company or any of its subsidiaries (including persons who are granted Options or Awards under the 2024 Share Scheme as an inducement to enter into employment contracts with any member of the Group)

DEFINITIONS

“Final Dividend”	the final dividend for the year ended 31 December 2023 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 Shares, and to resell any Treasury Shares held under the name of the Company, in an amount 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”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	independent non-executive Directors of the Company
“Latest Practicable Date”	4 June 2024, 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
“Option(s)”	an option to subscribe for the Shares granted or to be granted under the 2024 Share Scheme
“Post-IPO RSU Scheme”	the post-IPO restricted share unit scheme approved and adopted on 16 June 2014 (and subsequently amended on 30 March 2021) for the grant of RSU Award to eligible participant pursuant thereto
“Post-IPO Share Option Scheme”	the post-IPO share option scheme approved and adopted on 16 June 2014 for the grant of share options to eligible participants pursuant thereto
“PRC”	The People’s Republic of China
“Record Date”	9 July 2024, being the record date for the purpose of determining the entitlement of Shareholders to the Final Dividend
“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

DEFINITIONS

“RSU”	the restricted share unit
“Scheme Mandate Limit”	maximum number of Shares which may be issued upon the exercise of all Options and vesting of all Awards to be granted under the 2024 Share Scheme, which shall initially not exceed in aggregate 10% of the issued Shares (excluding any Treasury Shares) as at the Adoption Date and thereafter, if refreshed shall not exceed 10% of the Shares in issue (excluding any Treasury Shares) at the date of approval of the refreshed limit by the Shareholders
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Service Provider”	any person or corporate entity who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but is not limited to person or corporate entity who contribute to the Company through (a) acting as independent contractors to any member of the Group, (b) acting as external agents or advisers providing sales and marketing, sourcing, technical, programming services and related advice to any member of the Group, (c) provision of professional services and support on company secretarial, internal control, industry review, public relations management, legal and compliance etc., (d) performing the function of a distributor, contractor, supplier and agent that operate in the same or similar line of businesses as any member of the Group; but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions or professional service providers such as auditors or valuers who provide assurance, or those who are required to perform their services with impartiality and objectivity
“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
“Share Registrar”	Link Market Services (Hong Kong) Pty Limited, the Company’s branch share registrar in Hong Kong
“Shareholders”	the holder(s) of the Share(s)
“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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Fu Zhengjun (*Chairman*)
Mr. Mai Shi'en

Non-executive Directors:

Mr. Xiong Xiangdong
Ms. Cao Fei

Independent non-executive Directors:

Mr. Tse Ming Lun Alan
Mr. Wang Mingchun
Mr. Chan Wing Yuen Hubert

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
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RE-ELECTION OF RETIRING DIRECTORS
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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 and deal with securities and the Repurchase Mandate to repurchase Shares; b) approving the adoption of the 2024 Share Scheme; c) the re-election of the retiring Directors; d) the appointment of auditor; and e) the declaration of the Final Dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE AND DEAL WITH 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 any Treasury Shares held under the name of the Company, 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. 8(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 1,233,237,162 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 8(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 246,647,432 Shares and/or Treasury Shares (whether by way of Share or otherwise).

In addition, subject to a separate approval of ordinary resolution no. 8(C), the number of Shares repurchased by the Company under ordinary resolution no. 8(B) will also be added to extend the General Mandate as mentioned in ordinary resolution no. 8(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 1,233,237,162 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 123,323,716 Shares which represent 10% of the issued Shares (excluding and 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 III 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

PROPOSED ADOPTION OF THE 2024 SHARE SCHEME

The Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme was adopted by the Company on 16 June 2014 and is valid for a period of ten years commencing its adoption date and is due to expire on 16 June 2024. As at the Latest Practicable Date, no share option remain outstanding under the Post-IPO Share Option Scheme. Due to the upcoming expiry of the Post-IPO Share Option Scheme, the Company does not intend to grant further share options under the Post-IPO Share Option Scheme prior to the AGM.

The Post-IPO RSU Scheme

The Post-IPO RSU Scheme was adopted by the Company on 16 June 2014, and was subsequently amended on 30 March 2021. The term of the Post-IPO RSU Scheme was extended to 30 March 2031.

As at the Latest Practicable Date:

- (i) a total of 500,000 Awards granted to general employees remain unvested under the Post-IPO RSU Scheme and are due to vest on 10 June 2024 and 10 December 2024. Such Awards shall continue to be valid and exercisable subject to their respective vesting periods in accordance with the Post-IPO RSU Scheme; and
- (ii) a total of 63,113,000 RSUs are being held by an independent trustee to the Post-IPO RSU Scheme (“**Excess Shares**”) pending future grants. The Excess Shares were a result of a series of on-market purchases made in prior years and remain to be granted to eligible participants.

LETTER FROM THE BOARD

Adoption of the 2024 Share Scheme

Reasons for the adoption of the 2024 Share Scheme

The amendments to Chapter 17 of the Listing Rules took effect on 1 January 2023. To comply with such rules, the Board resolved to adopt the 2024 Share Scheme, effectively replacing the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme with the 2024 Share Scheme. The provisions of the 2024 Share Scheme will comply with the requirements of the latest Chapter 17 of the Listing Rules. As a result of the adoption of the 2024 Share Scheme, there will be no further grant of options and/or awards under the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme and save for the vesting of outstanding RSUs as presented above, both schemes will be terminated upon the adoption of the 2024 Share Scheme.

Since (i) the Post-IPO Share Option Scheme will expire on 16 June 2024, and (ii) the Excess Shares under the Post-IPO RSU Scheme is proposed to be redesignated into Awards for the purpose of the 2024 Share Scheme, the Board recommends to the Shareholders to approve the adoption of the 2024 Share Scheme at the AGM to effectively replace both the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme.

The proposal to adopt the 2024 Share Scheme allows the Company to continue to provide incentives to Eligible Participants to contribute to the Group and to enable the Group to recruit high-calibre employees, attract human resources and reward service providers that are valuable to the Group.

Conditions precedent of the 2024 Share Scheme

The 2024 Share Scheme will take effect upon the satisfaction of the following conditions:

- (i) passing of ordinary resolutions by the Shareholders at the AGM to approve the adoption of the 2024 Share Scheme and the operations thereof; and
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, such number of Shares representing the Scheme Mandate Limit to be allotted and issued by the Company pursuant to the exercise of Options or grant of Awards in accordance with the 2024 Share Scheme.

Terms of the 2024 Share Scheme

A summary of the principal terms of the proposed 2024 Share Scheme is set out in Appendix II to this circular. The full terms of the 2024 Share Scheme will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.tiange.com for a period of 14 days before the date of the AGM (including the date of the AGM) and can be inspected at the AGM.

LETTER FROM THE BOARD

Purpose

The Board proposes to adopt the 2024 Share Scheme, which will allow the grant of Options and/or Awards, as appropriate, to Eligible Participants providing them an incentive by way of an opportunity to become Shareholders and to align their interests with that of the Company in recognition of the contributions they have made or are expected to make to the Group. The ability for the Company to grant Options and/or Awards provides alternative means for the Company to provide incentives which can be more tailored towards the specific Eligible Participants and is in line with the purpose of the 2024 Share Scheme (as described below).

Eligible Participants and Eligibility Considerations

The Directors (or a committee of the Directors or persons to which the Directors have delegated its authority) may at any time within ten years commencing on the Adoption Date make proposals for offers to be made to the following classes of Eligible Participants to (a) subscribe for such number of Shares pursuant to an Option at such subscription price, and/or (b) receive Awards through new issuance of Shares or transfer of Treasury Shares, as the Directors (or a committee of the Directors or persons to which the Directors have delegated its authority) shall determine:

- (i) Employee Participant; and
- (ii) Service Provider.

The 2024 Share Scheme shall be subject to the administration of the Directors (or a committee of the Directors or persons to which the Directors have delegated its authority), whose decision on all matters arising in relation to the 2024 Share Scheme or their interpretation or effect shall be final and binding on all persons who may be affected thereby.

In assessing the eligibility of an Eligible Participant, the Board (or a committee of the Directors or persons to which the Directors have delegated its authority) will consider factors such as his/her potential and/or actual contribution to the business affairs of and benefits to the Group, potential/actual degree of involvement in and/or cooperation with the Group with regard to the period of engagement/cooperation/business relationship with the Group and/or whether he/she is regarded as a valuable human resource of the Group based on his/her work experience, professional qualifications, knowledge in the industry or other relevant factors (“**Eligibility Considerations**”).

With respect to Service Providers as an Eligible Participant, only person(s) or corporate entity(ies) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group may qualify as Eligible Participants. These person(s) or corporate entity(ies) include but is not limited to those who contribute to the Company through:

- (a) acting as independent contractors or agents, providing sales and marketing, sourcing, technical, programming services and related advice to any member of the Group;

LETTER FROM THE BOARD

- (b) provision of professional services and support on company secretarial, internal control, industry review, public relations management, legal and compliance etc.; and
- (c) performing the function of a distributor, contractor, supplier and agent that operate in the same or similar line of businesses as any member of the Group.

In assessing the eligibility of such Service Provider as an Eligible Participant, the Directors shall consider the Eligibility Considerations listed above. Moreover, each Service Providers' eligibility to participate in the 2024 Share Scheme will be continuously assessed based on whether the services provided are in line with the Company's ongoing business needs or industry norm; and the terms of each such grant would be measured to ensure it aligns with the purpose of the 2024 Share Scheme taking into account of whether it would be desirable and necessary from a commercial perspective, and whether such would help maintain or enhance the competitiveness of the Group, having regard to the Group's current and projected business segments and focuses. The Board has the discretion to impose different terms and conditions (including but not limited to performance targets and vesting conditions) on Options and Awards to be granted to these Eligible Participants, which allows the Board to have flexibility to impose appropriate conditions in light of the particular circumstances of each grant, corresponding to the relevant non-employee Eligible Participants' contribution or potential contribution. In accordance with the Listing Rules, Service Providers exclude placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

When determining whether a Service Provider provides services on a continuing and recurring basis and in the Company's ordinary and usual course of business, the Directors shall consider whether the frequency of the services provided by a Service Provider are akin to those of its regular employees.

The Directors (including the INEDs) consider that it is beneficial to include Service Providers as Eligible Participants and such aligns with the purpose of the 2024 Share Scheme since a sustainable and stable relationship with them is essential to the business development of the Group, and that the grant of Options or Awards to these non-employee participants will align their interests with the Group's, incentivizing them to provide better services to, create more opportunities for and/or contribute to the success of the Group in the long term.

More specifically, the Board (including the INEDs) is of the view that the inclusion of each of the sub-categories of Service Providers (as stated above) aligns with the purpose of the 2024 Share Scheme, and are in line with the Company's business needs and market norm, for the following reasons:

- (i) the Company and certain Service Providers have developed long-standing and close working relationship, and the Company feels that it is important to recognize the contribution or future contribution of such Service Providers and strengthen their will to provide quality services to the Group by giving them incentive through participation in the 2024 Share Scheme;

LETTER FROM THE BOARD

- (ii) the Group collaborates with independent contractors or agents as part of its ordinary and usual course of business, and these Service Providers provide sales and marketing, sourcing, technical support, programming services and related advice to members of the Group. These Service Providers have played and are expected to play significant roles in the business life-cycle of the Company especially when the Company is expanding into overseas markets which require local technical and business support in order to build and strengthen its pipeline and business;
- (iii) the Company has been listed on the Stock Exchange for over 10 years and continuously rely on professional service providers for their specialized skills on a continuing or recurring basis to cope with the ever-changing regulatory environment, business needs and expansion plans of the Company; and
- (iv) the Company's business often involve collaboration with other upstream or downstream players, and involve engaging or collaborating with persons or corporate entities that perform the function of a distributor, contractor, supplier and agent that operate in the same or similar line of businesses.

The inclusion of Service Providers as eligible grantees under the 2024 Share Scheme is therefore consistent with the purpose of the scheme. This enables the Group to have the flexibility to utilize Options and Awards as a means of incentivising or rewarding persons outside of the Group to contribute to its long-term success by aligning the interests with these stakeholders and strengthening their ongoing relationship with the Group.

Terms and Conditions of each grant of Options and/or Awards

Subject to the provisions of the Listing Rules, applicable laws and other regulations and the Articles of Association of the Company from time to time in force, the Board (or a committee of the Directors or persons to which the Directors have delegated its authority) has the sole and absolute discretion to determine the terms and conditions to which the Option or the Award shall be subject to, including but not limited to:

- (a) the minimum vesting period;
- (b) the performance, operating and financial targets and other criteria to be satisfied before any Options can be exercised or before Shares can be granted pursuant to an Award;
- (c) the option period in respect of which the offer is made and the last date by which the offer must be accepted, as well as the procedure for acceptance of offer;
- (d) in respect of Options, the subscription price;
- (e) any provisions relating to clawback mechanism; and
- (f) such other terms and conditions of the offer as may be imposed by the Directors.

LETTER FROM THE BOARD

Vesting Period and Voting Rights

The vesting period for all Options or Awards shall not be less than 12 months.

No Option or Award will vest unless all relevant conditions to which it is subject have been satisfied, waived or, by the terms of grant, treated as having been waived. A Share allotted and issued upon the exercise of an Option or granted pursuant to an Award shall not carry voting rights until the name of the grantee has been duly entered on the register of members of the Company as the holder thereof. Where a trustee is entrusted by the Company to hold unvested Awards under the 2024 Share Scheme, whether directly or indirectly, such trustee shall abstain from voting on matters that require Shareholders' approval.

Performance Target and Clawback

Under the rules of the 2024 Share Scheme, no performance targets or any clawback mechanism is attached to the Options or Awards.

Scheme Mandate Limit and Service Provider Sublimit

The total number of Shares (newly issued or otherwise) which may be issued or transferred in respect of all Options and Awards to be granted under the 2024 Share Scheme must not exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the date of the AGM (the "**Scheme Mandate Limit**"). As at the Adoption Date, there are a total of 63,113,000 Excess Shares outstanding pursuant to the Post-IPO RSU Scheme. The Board has resolved that the Excess Shares will be redesignated into Awards for the purpose of the 2024 Share Scheme, and such Excess Shares will constitute part of the Scheme Mandate Limit.

Moreover, the Board has resolved that the total number of Shares (newly issued or otherwise) which may be issued or transferred in respect of all Options and Awards to be granted under the 2024 Share Scheme to Service Providers must not exceed 1% of the Shares in issue (excluding any Treasury Shares) as at the AGM (the "**Service Provider Sublimit**"). For the avoidance of doubt, the Service Provider Sublimit is a sub-limit within and subject to the Scheme Mandate Limit.

The Service Provider Sublimit would provide the Group with flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward and collaborate with Service Providers which are not employees of the Group but who may have exceptional expertise and who may be able to contribute to the Group in a way substantively comparable to contribution of highly-skilled or executive employees of the Group. As the Company continues to expand its geographical reach, the Company will become more reliant on Service Providers especially in the offshore markets. In determining the Service Provider Sublimit, the Directors consider that it is important to ensure that the 2024 Share Scheme is attractive and provide sufficient incentives to these Service Providers who are able to contribute to overseas expansions on which the Group relies heavily in its ordinary and usual course of business.

LETTER FROM THE BOARD

Taking into account (i) the overseas expansion plans of the Group; (ii) the benefit to and needs of the Group to provide long-term equity incentives to maintain the recurring and continuing contributions of the Service Providers in relation to day-to-day operations and overseas expansion plans of the Group; (iii) the proportion of cash consideration and equity rewards considering the historical amount of expenses borne by the Group and the potential growth in value of the Shares; and (iv) the minimal potential dilution to the shareholding following the exercise of or vesting of any Options or Awards to be granted to Service Providers under the Service Provider Sublimit, the Board (including all the INEDs) is of the view that the Service Provider Sublimit is appropriate and reasonable. The Service Provider Sublimit is subject to separate approval by the Shareholders at the AGM.

Maximum entitlement of each Eligible Participant

The terms of the 2024 Share Scheme follow strictly the requirements of the Listing Rules in terms of the maximum entitlement of each Eligible Participant.

Trustee in respect of the 2024 Share Scheme

Upon obtaining Shareholders' approval to adopt the 2024 Share Scheme at the AGM, the Company will continue to appoint a trustee for the administration of the 2024 Share Scheme, in order to hold the Excess Shares as well as any future Awards. The trustee shall abstain from voting any Shares held by it under the 2024 Share Scheme which are referable to unvested Awards on any matter that require Shareholders' approval. Such trustee appointed or any future trustee to be appointed will remain independent of the Company and its connected persons.

Listing Rules Implications

The 2024 Share Scheme constitutes a share scheme involving the issue of new Shares under Chapter 17 of the Listing Rules and is accordingly subject to the approval of Shareholders in general meeting. At the AGM, ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, to adopt the 2024 Share Scheme and to approve a mandate for the allotment and issuance of new Shares and/or transfer of Treasury Shares for the satisfaction of any Options and Awards, and to approve the Scheme Mandate Limit.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association, Mr. Mai Shi'en, Ms. Cao Fei and Mr. Chan Wing Yuen Hubert shall retire, and being eligible, offer themselves for re-election as Directors at the AGM. In accordance with code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of Mr. Mai Shi'en as an executive Director, Ms. Cao Fei as a non-executive Director and Mr. Chan Wing Yuen Hubert as an INED 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. Notwithstanding that Mr. Chan Wing Yuen Hubert had been serving the Company for more than nine years, the Board and the Nomination Committee consider that Mr. Chan Wing Yuen Hubert is a person of integrity and independent in judgement and character. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement. In addition, the Board assessed and reviewed the written confirmation of independence from Mr. Chan Wing Yuen Hubert. The Board considers that Mr. Chan Wing Yuen Hubert meets the independent guidelines set out in Rule 3.13 of the Listing Rules, and is of the view that his independence is not affected by his tenure with the Company. The Board believes that his valuable knowledge, experience in the Group's business, his professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole. The Board has satisfied itself that Mr. Chan Wing Yuen Hubert is independent and that he is fully able to discharge his duties to the Company and has sufficient capacity to meet his commitments to the Company. Hence, the Board recommends Mr. Chan Wing Yuen Hubert to be re-elected at the AGM.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Mai Shi'en as an executive Director, Ms. Cao Fei as a non-executive Director and Mr. Chan Wing Yuen Hubert as an INED.

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 INED subject to re-election at the AGM

The Nomination Committee had assessed and reviewed the written confirmations of independence of the INED, Mr. Chan Wing Yuen Hubert 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. Chan Wing Yuen Hubert 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. Chan Wing Yuen Hubert would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Chan Wing Yuen Hubert 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 financial management, investment strategies and connection in various industries.

LETTER FROM THE BOARD

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Chan Wing Yuen Hubert for re-election as an INED at the AGM.

PROPOSED APPOINTMENT OF AUDITOR

An ordinary resolution no. 7 will be proposed on the AGM to approve the appointment of Deloitte Touche Tohmatsu as the Company's independent auditor with effect from the conclusion of the AGM until the next general meeting of the Company, and to authorize the Board to fix its remuneration.

DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 28 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of the Final Dividend of HK\$0.01 per Share for the year ended 31 December 2023. The Final Dividend, if approved by the Shareholders at the AGM, will be paid to Shareholders whose names appear on the register of members of the Company on the Record Date. 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 25 June 2024 to 28 June 2024, both days inclusive, in order to determine the Shareholders' right to attend and vote at the AGM to be held on 28 June 2024. 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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 24 June 2024.

The register of members of the Company will be closed from 8 July 2024 to 9 July 2024, both days inclusive, in order to determine the Shareholders' entitlements to receive the Final Dividend (if approved by the Shareholders at the AGM). 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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 5 July 2024.

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 35 to 40 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 adoption of the 2024 Share Scheme, the re-election of the retiring Directors, the appointment of auditor and the declaration of the Final Dividend.

LETTER FROM THE BOARD

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) and the website of the Company (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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, 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, 26 June 2024) 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.

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.

LETTER FROM THE BOARD

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 adoption of the 2024 Share Scheme, the re-election of the retiring Directors, the appointment of 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, 6 June 2024

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 DIRECTOR

Mr. Mai Shi'en (麥世恩), aged 48, was appointed as a Director of our Board on 5 March 2014 and re-designated as an executive Director on 11 March 2014. 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 has 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.

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.

NON-EXECUTIVE DIRECTOR

Ms. Cao Fei (曹菲), aged 49, was appointed as a non-executive Director on January 11, 2018. 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 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 RMB166,000 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. Chan Wing Yuen Hubert (陳永源), aged 66, was appointed as an INED on June 16, 2014. He has been an executive director of Central Development Holdings Limited (中發展控股有限公司) (stock code: 475) and Zhonghua Gas Holdings Limited (中華燃氣控股有限公司) (stock code: 8246) since November 2011 and August 2014 respectively; he has also been an independent non-executive director of FIT Hon Teng Limited (鴻騰六零八八精密科技股份有限公司) (stock code: 6088) since November 2016, all these companies are listed on the Stock Exchange. He spent over ten years with the Stock Exchange. In addition, Mr. Chan held various positions with companies listed on the Stock Exchange, including: as a director and deputy general manager of Guangdong Investment Limited (粵海投資有限公司) (stock code: 270), as an independent non-executive director of Rising Development Holdings Limited (麗盛集團控股有限公司) (now known as China Smarter Energy Group Holdings Limited (中國智慧能源集團控股有限公司)) (stock code: 1004) and Shanghai La Chapelle Fashion Co., Ltd (上海拉夏貝爾服飾股份有限公司) (now known as Xinjiang La Chapelle Fashion Co., Ltd. (新疆拉夏貝爾服飾股份有限公司)), a company listed on the Stock Exchange (stock code: 6116) and the National Equities Exchange and Quotations (domestic share stock code: 400116), and as an executive director of Interchina Holdings Company Limited (國中控股有限公司) (now known as EverChina Int'l Holdings Company Limited (潤中國國際控股有限公司)) (stock code: 202) and Softpower International Limited (冠力國際有限公司) (now known as China Pipe Group Limited (中國管業集團有限公司)) (stock code: 380).

Mr. Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Mr. Chan has been an associate member and a fellow member of The Hong Kong Institute of Directors (香港董事學會) since 1998 and 2022 respectively, and also an ordinary member of The Hong Kong Securities and Investment Institute (香港證券及投資學會) since 1999. Mr. Chan has been an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute since February 1986 and August 1994. In addition, he has been a member of the Chinese People's Political Consultative Conference – Heilongjiang Province Committee (中國人民政治協商會議黑龍江省委員會) since January 2008.

Mr. Chan has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Mr. Chan is entitled to an annual fee of RMB166,000 as basic salary. The remuneration of Mr. Chan was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Chan is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

The following is a summary of the principal terms of the rules of the 2024 Share Scheme proposed to be adopted at the AGM.

1. PURPOSE AND LIFE OF THE 2024 SHARE SCHEME

The purpose of the 2024 Share Scheme is to enable the Company to grant Options and/or Awards to selected Eligible Participants, providing them an incentive by way of an opportunity to become Shareholders and to align their interests with that of the Company in recognition of the contributions they have made or are expected to make to the Group.

Subject to adoption of the 2024 Share Scheme and early termination in accordance with its rules, the Listing Rules, applicable laws and other regulations and the Articles of Association of the Company from time to time in force, the 2024 Share Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options or Awards will be granted.

2. ELIGIBLE PARTICIPANTS AND ELIGIBILITY CONSIDERATIONS

The Directors (or a committee of the Directors or persons to which the Directors have delegated its authority) may make proposals for offers to be made to the following classes of Eligible Participants to subscribe for such number of Shares pursuant to an Option or Award as the Directors (or a committee of the Directors or persons to which the Directors have delegated its authority) shall determine:

- (i) Employee Participant; and
- (ii) Service Provider.

In assessing the eligibility of an Eligible Participant, the Board (or a committee of the Directors or persons to which the Directors have delegated its authority) will consider factors such as his/her potential and/or actual contribution to the business affairs of and benefits to the Group, potential/actual degree of involvement in and/or cooperation with the Group with regard to the period of engagement/cooperation/business relationship with the Group and/or whether he/she is regarded as a valuable human resource of the Group based on his/her work experience, professional qualifications, knowledge in the industry or other relevant factors (“**Eligibility Considerations**”).

With respect to Service Providers as an Eligible Participant, only person(s) or corporate entity(ies) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group may qualify as Eligible Participants. These person(s) or corporate entity(ies) include but is not limited to those who contribute to the Company through:

- (a) acting as independent contractors or agents, providing sales and marketing, sourcing, technical, programming services and related advice to any member of the Group;
- (b) provision of professional services and support on company secretarial, internal control, industry review, public relations management, legal and compliance etc.; and
- (c) performing the function of a distributor, contractor, supplier and agent that operate in the same or similar line of businesses as any member of the Group.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

In assessing the eligibility of such Service Provider as an Eligible Participant, the Directors shall consider the Eligibility Considerations listed above. Moreover, each Service Providers' eligibility to participate in the 2024 Share Scheme will be continuously assessed based on whether the services provided are in line with the Company's ongoing business needs or industry norm; and the terms of each such grant would be measured to ensure it aligns with the purpose of the 2024 Share Scheme taking into account of whether it would be desirable and necessary from a commercial perspective, and whether such would help maintain or enhance the competitiveness of the Group, having regard to the Group's current and projected business segments and focuses. The Board has the discretion to impose different terms and conditions (including but not limited to performance targets and vesting conditions) on Options and Awards to be granted to these Eligible Participants, which allows the Board to have flexibility to impose appropriate conditions in light of the particular circumstances of each grant, corresponding to the relevant non-employee Eligible Participants' contribution or potential contribution. In accordance with the Listing Rules, Service Providers exclude placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

When determining whether a Service Provider provides services on a continuing and recurring basis and in the Company's ordinary and usual course of business, the Directors shall consider whether the frequency of the services provided by a Service Provider are akin to those of its regular employees.

3. SCHEME MANDATE LIMIT AND SERVICE PROVIDER SUBLIMIT

The total number of Shares (newly issued or otherwise) which may be issued or transferred in respect of all Options and Awards to be granted under the 2024 Share Scheme must not exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the date of the AGM (the "**Scheme Mandate Limit**"). Moreover, the Board has resolved that the total number of Shares which may be issued in respect of all Options and Awards to be granted under the 2024 Share Scheme to Service Providers must not exceed 1% of the Shares in issue (excluding any Treasury Shares) as at the AGM (the "**Service Provider Sublimit**"). For the avoidance of doubt, the Service Provider Sublimit is a sub-limit within and subject to the Scheme Mandate Limit.

The exercise of any Option and the grant of any Award shall be subject to the Shareholders of the Company in general meeting approving any necessary increase in the authorized share capital of the Company. Subject thereto, the Directors shall make available sufficient authorized but unissued share capital of the Company to allot and issue the Shares on the exercise of any Option or pursuant to an Award.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

4. SHARE CAPITAL AND SOURCE OF AWARDS

For the purpose of satisfying future grant of Awards, the Directors may (i) issue, allot or deal with Shares (newly issued or otherwise) and/or use any Treasury Shares as Awards, and (ii) grant such Awards to Eligible Participants as part of the Scheme. Save for the 63,113,000 Excess Shares currently held under a duly-appointed independent trustee, the Company shall not instruct the trustee to acquire Shares through on-market transactions going forward. However, the Company may continue to use an external trustee for the purpose of holding any Awards for and on behalf of underlying participants of the 2024 Share Scheme for administrative purposes prior to vesting. Such trustee appointed or any future trustee to be appointed will remain independent of the Company and its connected persons.

As at the Adoption Date, there are a total of 63,113,000 Excess Shares outstanding and held by a independent trustee pursuant to the Post-IPO RSU Scheme. The Board has resolved that the Excess Shares shall be redesignated to and constitute part of the Awards under the Scheme Mandate Limit.

5. GRANT OF OPTIONS OR AWARDS, OFFER AND ACCEPTANCE

Subject to the provisions of the Listing Rules, applicable laws and other regulations and the Articles of Association of the Company from time to time in force, the Board (or a committee of the Directors or persons to which the Directors have delegated its authority) has the sole and absolute discretion to determine each grant and the terms and conditions to which the Option or the Award shall be subject to, and include the following in the offer letter to the Eligible Participant:

- (a) the vesting period;
- (b) the performance, operating and financial targets and other criteria to be satisfied before any Options can be exercised or before Shares can be granted pursuant to an Award;
- (c) the option period in respect of which the offer is made and the last date by which the offer must be accepted, as well as the procedure for acceptance of offer;
- (d) in respect of Options, the subscription price;
- (e) any provisions relating to clawback mechanism; and
- (f) such other terms and conditions of the offer as may be imposed by the Directors.

An offer shall be accepted by an Eligible Participant in respect of all Shares under the Option or the Award which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the offer duly signed by the Eligible Participant together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 28 days from the date of offer).

6. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT**General Grantee**

Where any grant of Options or Awards to a grantee would result in the Shares issued and to be issued in respect of all Options and Awards granted to such person (excluding any Options and Awards lapsed in accordance with the terms of the 2024 Share Scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares in issue (excluding any Treasury Shares), such grant must be separately approved by the Shareholders in general meeting with such grantee and his/her close associates (or associates if the grantee is a connected person) abstaining from voting.

Director or chief executive of the Company (with respect to Awards)

Where any grant of Awards (excluding grant of Options) to a Director (other than an INED) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the 2024 Share Scheme) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue (excluding any Treasury Shares), such further grant of Awards must be approved by the Shareholders in general meeting with such grantee, his/her associates and all core connected persons of the Company abstaining from voting.

Substantial Shareholder of the Company or an INED

Where any grant of Options or Awards to a substantial shareholder of the Company or an INED, or any of their respective associates, would result in the Shares issued and to be issued in respect of all Options and Awards granted (excluding any Options and Awards lapsed in accordance with the terms of the 2024 Share Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding any Treasury Shares), such further grant of Options or Awards must be approved by the Shareholders in general meeting with such grantee, his/her associates and all core connected persons of the Company abstaining from voting.

7. VESTING PERIOD AND EXERCISE PERIOD (OF OPTIONS)

The vesting period for all Options or Awards shall not be less than 12 months.

The option period for an Option will be set out in the offer to such Option, and in any event will not be exercisable after 10 years from the date of the offer. An Option may be exercised at any time during the option period, provided that no Option will vest (and therefore not be exercisable) unless all relevant conditions to which it is subject have been satisfied, waived or, by the terms of grant, treated as having been waived.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

8. PERFORMANCE TARGETS AND CLAWBACK MECHANISM

No performance targets or any clawback mechanism is attached to the Options or Awards.

9. EXERCISE PRICE

The exercise price of each Option shall, subject to any adjustments made pursuant to the terms of the 2024 Share Scheme, be determined by the Directors and notified to an Eligible Participant and shall be at least the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer; and
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of offer.

No purchase price is applicable to Awards, although the Directors have the sole and absolute discretion to determine otherwise.

10. VOTING, DIVIDEND RIGHTS, TRANSFERABILITY

Shares to be allotted and issued upon the exercise of an Option or the grant of Awards will be subject to all the provisions of the Articles of Association of the Company and the Companies Act of the Cayman Islands for the time being in force and will rank *pari passu* in all respects with the then existing fully paid Shares in issue and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after exercise or vesting of the relevant Option or Awards and until the name of the grantee has been duly entered on the register of members of the Company as the holder thereof. Similarly, Shares allotted and issued upon the exercise of an Option or granted pursuant to an Award shall not carry voting rights until the name of the grantee has been duly entered on the register of members of the Company as the holder thereof.

An Option or Award granted under the 2024 Share Scheme shall be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever.

11. LAPSE OF OPTIONS OR AWARDS**For Options**

The option period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall lapse on the earliest of, among others:

- (a) the expiry of the option period;
- (b) the expiry of any of the periods referred to in the 2024 Share Scheme;
- (c) in respect of an Employee Participant, the date on which the grantee ceases to be an Employee Participant by reason of termination of his/her employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or any member of the Group into disrepute);
- (d) in respect of a grantee other than an Employee Participant, the date on which the Directors shall at their absolute discretion determine that, among others:
 - (i) the grantee or his/her associate has committed any breach of any contract entered into between the grantee or his/her associate on the one part and any member of the Group on the other part;
 - (ii) the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his/her creditors generally; or
 - (iii) the grantee could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

For Awards

An Award (to the extent certain Shares remain to be issued but unvested pursuant to the Award) shall lapse as a result of the occurrence of any of the following events, among others:

- (a) in respect of a grantee who is an Employee Participant, the date on which the grantee ceases to be an Employee Participant, whether or not by reason of termination of his/her employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or any member of the Group into disrepute); or
- (b) in respect of a grantee other than an Employee Participant, the date on which the Directors shall at their absolute discretion determine that:
 - (i) the grantee or his/her associate has committed any breach of any contract entered into between the grantee or his/her associate on the one part and any member of the Group, the holding companies of the Company, fellow subsidiaries of the Company or associated companies of the Company on the other part;
 - (ii) the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his/her creditors generally; or
 - (iii) the grantee could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason whatsoever.

12. REORGANISATION OF CAPITAL STRUCTURE

In the event of a capitalisation issue, right issue, open offer with a price dilutive element, consolidation or subdivision of Shares or reduction of capital of the Company, such corresponding adjustments (if any) shall be made, following assessment by an assessment agent acting fairly and reasonably, to:

- (a) the number or nominal amount of Shares subject to the Option or Award;
- (b) the exercise price of any Option; and/or
- (c) (unless the relevant grantee elects to waive such adjustment) the number of Shares comprised in an Option or an Award or which remains comprised in an Option or an Award,

such that the grantee would be entitled on vesting of his or her Options the same proportion of the issued Shares to which he or she would have been entitled had such Option been exercised immediately prior to the event giving rise to the adjustment.

APPENDIX II SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE SCHEME

13. CANCELLATION OF OPTION OR AWARD

Any Option or Award granted but not exercised/not vested (as the case may be) may be cancelled with the approval of the Directors. Where the Company cancels any Option or Award granted to a grantee but not exercised/not vested and makes a new grant of Option(s) or Award(s) to the same grantee, such new grant may only be made with available Scheme Mandate Limit approved by the Shareholders. The Options or Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (and the Service Provider Sublimit).

14. ALTERATION OF SCHEME RULES

The 2024 Share Scheme may be altered in any respect by a resolution of the Directors, except that:

- (a) the provisions of the 2024 Share Scheme on the definitions of “Eligible Participants”, “Grantee”, “Option Period” and “Termination Date”;
- (b) the provisions of the 2024 Share Scheme relating to the matters governed by Rule 17.03 of the Listing Rules,

shall not be altered to the advantage of grantees or prospective grantees except with the prior sanction of a resolution of the Shareholders in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any Option or Award granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the grantees as would be required of the Shareholders under the Articles of Association for the time being of the Company for a variation of the rights attached to the Shares.

Moreover, any alterations to the 2024 Share Scheme which are of a material nature shall be approved by the Shareholders in general meeting.

15. TERMINATION

The Board may by Board resolution and at any time terminate the operation of the 2024 Share Scheme and in such event no further Options or Awards will be offered but in all other respects the provisions of the 2024 Share Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior thereto and/or to give effect to an Award where Shares have not been issued and vested to the grantee pursuant to such Award. Options (to the extent not already exercised) and Awards (to the extent Shares have not been vested pursuant to an Award) granted prior to such termination shall continue to be valid and exercisable in accordance with the 2024 Share Scheme.

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 1,233,237,162 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 123,323,716 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 2023, 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. In addition, Mr. Fu personally owned 200,000 Shares. In conclusion, Mr. Fu was deemed to be interested in a total of 330,895,000 Shares (through Mr. Fu's Trust and himself), representing approximately 26.83% in aggregate number of issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Fu in the Company will be increased to approximately 29.81% of the issued Shares. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under 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, namely Mr. Fu, Three-Body and Blueberry, 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

During the six months prior to the Latest Practicable Date, the Company repurchased its own Shares as follows:

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest	Lowest	
		HK\$	HK\$	
1 December 2023	186,000	0.405	0.395	74,110
4 December 2023	50,000	0.415	0.415	20,750
5 December 2023	228,000	0.390	0.380	88,100
6 December 2023	277,000	0.400	0.390	109,900
7 December 2023	354,000	0.405	0.400	142,345
8 December 2023	447,000	0.400	0.390	175,855
11 December 2023	224,000	0.390	0.385	86,490
13 December 2023	540,000	0.400	0.390	213,600
14 December 2023	489,000	0.395	0.390	193,080
15 December 2023	170,000	0.400	0.400	68,000
18 December 2023	253,000	0.410	0.405	103,645
19 December 2023	282,000	0.415	0.410	116,990
20 December 2023	266,000	0.420	0.415	111,165
21 December 2023	200,000	0.420	0.420	84,000
22 December 2023	381,000	0.415	0.415	158,115
27 December 2023	175,000	0.415	0.415	72,625
28 December 2023	100,000	0.415	0.415	41,500
29 December 2023	100,000	0.415	0.415	41,500
2 January 2024	90,000	0.425	0.420	38,050
3 January 2024	121,000	0.430	0.430	52,030
4 January 2024	71,000	0.435	0.430	30,780
10 January 2024	72,000	0.500	0.500	36,000
11 January 2024	170,000	0.520	0.510	87,400
12 January 2024	101,000	0.530	0.520	53,220
15 January 2024	205,000	0.500	0.490	101,450
16 January 2024	155,000	0.495	0.495	76,675
17 January 2024	282,000	0.470	0.460	131,230
18 January 2024	131,000	0.465	0.465	60,915
19 January 2024	407,000	0.465	0.450	185,335
22 January 2024	85,000	0.470	0.465	39,775
23 January 2024	40,000	0.470	0.470	18,800
24 January 2024	60,000	0.470	0.470	28,200
25 January 2024	201,000	0.470	0.465	94,015
26 January 2024	60,000	0.470	0.470	28,200

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest	Lowest	
		HK\$	HK\$	
29 January 2024	264,000	0.480	0.470	125,830
30 January 2024	152,000	0.480	0.475	72,250
31 January 2024	195,000	0.475	0.465	91,505
1 February 2024	167,000	0.480	0.475	79,330
2 February 2024	85,000	0.480	0.475	40,475
5 February 2024	51,000	0.485	0.480	24,485
6 February 2024	110,000	0.485	0.480	52,805
7 February 2024	13,000	0.480	0.480	6,240
8 February 2024	44,000	0.485	0.480	21,180
19 February 2024	88,000	0.490	0.475	42,310
20 February 2024	268,000	0.495	0.490	131,325
21 February 2024	145,000	0.495	0.490	71,105
23 February 2024	54,000	0.510	0.510	27,540
26 February 2024	116,000	0.520	0.510	59,270
27 February 2024	197,000	0.520	0.510	100,480
02 April 2024	292,000	0.425	0.395	116,255
03 April 2024	93,000	0.440	0.435	40,465
08 April 2024	195,000	0.445	0.435	85,185
09 April 2024	115,000	0.440	0.440	50,600
10 April 2024	56,000	0.450	0.440	24,990
11 April 2024	210,000	0.465	0.455	96,255
12 April 2024	79,000	0.465	0.460	36,405
15 April 2024	466,000	0.470	0.460	215,380
16 April 2024	270,000	0.460	0.450	122,855
17 April 2024	460,000	0.475	0.460	215,135
18 April 2024	502,000	0.480	0.465	236,910
19 April 2024	354,000	0.480	0.470	167,850
22 April 2024	623,000	0.490	0.475	298,220
23 April 2024	463,000	0.495	0.485	226,035
24 April 2024	387,000	0.495	0.485	190,180
25 April 2024	213,000	0.490	0.485	103,315
26 April 2024	1,171,000	0.500	0.485	576,705
29 April 2024	38,000	0.495	0.490	18,630
30 April 2024	1,038,000	0.510	0.490	518,310
2 May 2024	826,000	0.510	0.500	418,500
6 May 2024	200,000	0.500	0.500	100,000
7 May 2024	544,000	0.500	0.490	268,100
8 May 2024	1,099,000	0.500	0.485	537,125
9 May 2024	437,000	0.510	0.500	218,520

Date of Repurchase	No. of Shares repurchased by the Company	Price per Share		Aggregate consideration paid HK\$
		Highest	Lowest	
		HK\$	HK\$	
10 May 2024	200,000	0.500	0.495	99,380
13 May 2024	200,000	0.500	0.495	99,330
14 May 2024	200,000	0.500	0.495	99,935
16 May 2024	643,000	0.510	0.490	320,255
17 May 2024	738,000	0.510	0.495	369,005
20 May 2024	200,000	0.510	0.500	101,090
21 May 2024	180,000	0.495	0.495	89,100
22 May 2024	2,527,000	0.500	0.490	1,254,695
23 May 2024	1,384,000	0.500	0.500	692,000
24 May 2024	746,000	0.500	0.500	373,000
27 May 2024	1,335,000	0.500	0.500	667,500
28 May 2024	1,811,000	0.500	0.500	905,500
29 May 2024	234,000	0.500	0.500	117,000
30 May 2024	1,878,000	0.500	0.500	939,000
3 June 2024	146,000	0.500	0.495	72,990
4 June 2024	35,000	0.500	0.500	17,500

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:

Month	Highest prices	Lowest prices
	HK\$	HK\$
2023		
June	0.490	0.380
July	0.445	0.365
August	0.395	0.360
September	0.415	0.360
October	0.435	0.390
November	0.425	0.380
December	0.420	0.345
2024		
January	0.640	0.415
February	0.520	0.460
March	0.530	0.380
April	0.510	0.385
May	0.510	0.480
June (up to the Latest Practicable Date)	0.500	0.490

NOTICE OF ANNUAL GENERAL MEETING



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)

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, 28 June 2024 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 2023.
2. To consider and approve the declaration of a final dividend of HK\$0.01 per share for the year ended 31 December 2023.
3. To re-elect Mr. Mai Shi'en as an executive director of the Company.
4. To re-elect Ms. Cao Fei as a non-executive director of the Company.
5. To re-elect Mr. Chan Wing Yuen Hubert as an independent non-executive director of the Company.
6. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
7. To appoint Deloitte Touche Tohmatsu as independent auditor of the Company and authorize the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

8. 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 (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and/or otherwise deal with 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 and shall authorize the Directors 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 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 the 2024 Share Scheme (if adopted) or any share option or award 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

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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 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 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 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 (**“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;

NOTICE OF ANNUAL GENERAL MEETING

(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.”

(C) “**That** conditional upon the resolutions numbered 8(A) and 8(B) set out above being passed, the general mandate granted to the Directors 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 8(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 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 8(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.”

(D) “**That** subject to and conditional upon the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the approval for the listing of, and permission to deal in, any shares of the Company (“**Shares**”) to be allotted, issued and/or any treasury Shares that may be transferred (as the case maybe) (a) upon the exercise of any share options that may be granted under, and/or (ii) pursuant to awards that may be granted under the share scheme of the Company (the “**2024 Share Scheme**”) (the rules relating to which (the “**2024 Share Scheme Rules**”) have been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification), the 2024 Share Scheme be and is hereby approved and the 2024 Share Scheme Rules be and are hereby adopted as the rules of the 2024 Share Scheme, and that the Directors (or a committee of the Directors or persons to which the Directors have delegated its authority) be and are hereby authorised to exercise all powers to give full effect to the 2024 Share Scheme, including without limitation:

- (a) to give effect to and administer the 2024 Share Scheme as contemplated and in accordance with the 2024 Share Scheme Rules;

NOTICE OF ANNUAL GENERAL MEETING

- (b) to allot, issue or otherwise deal in Shares (newly issued or otherwise) of the Company and/or transfer any treasury Shares (as the case maybe) and to make or grant offers and agreements under the terms of the 2024 Share Scheme Rules and rules of any other share schemes (as defined in Chapter 17 of the Listing Rules) adopted by the Company pursuant to Chapter 17 of the Listing Rules which is then operational, which would or might require the exercise of such powers be generally and unconditionally approved; provided that the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors or their designated committee pursuant to the approval in this resolution in respect of all the share options and share awards to be granted under all share schemes of the Company (the “**Scheme Mandate Limit**”), shall not exceed in aggregate 10% of the Shares in issue (excluding any treasury Shares) at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit;
- (c) eligible participants under the 2024 Share Scheme shall include certain Service Providers (as defined under the 2024 Share Scheme), and the total number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Scheme to Service Providers shall not exceed 1% of the Shares in issue as at the AGM (the “**Service Provider Sublimit**”). For the avoidance of doubt, the Service Provider Sublimit is a sub-limit within and subject to the Scheme Mandate Limit; and
- (d) Directors may (i) issue, allot or deal with Shares (newly issued or otherwise) and/or use any treasury Shares as awards, and (ii) grant such awards to eligible participants as part of the 2024 Share Scheme; and
- (e) a total of 63,113,000 issued but ungranted excess share awards under the Post-IPO RSU Scheme is authorized to be redesignated into and shall constitute part of the awards for the purpose of the 2024 Share Scheme.”

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

Hong Kong, 6 June 2024

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

NOTICE OF ANNUAL GENERAL MEETING

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 8(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 8(A) and 8(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.
- (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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, 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, 26 June 2024) 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 28 June 2024, the register of members of the Company will be closed from 25 June 2024 to 28 June 2024 (both days inclusive), during which period no transfer of shares will be registered. 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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 24 June 2024.
- (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 8 July 2024 to 9 July 2024, both days inclusive, during which period no share transfers can be registered. 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, Link Market Services (Hong Kong) Pty Limited of Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 5 July 2024.
- (viii) In respect of the ordinary resolutions numbered 3 to 5 above, Mr. Mai Shi'en, Ms. Cao Fei and Mr. Chan Wing Yuen Hubert 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 6 June 2024.
- (ix) In respect of the ordinary resolution numbered 8(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new securities of the Company 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 8(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 III to the accompanied circular dated 6 June 2024.
- (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.