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

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Tian Ge Interactive Holdings Limited, nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement is not for release, publication or distribution into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Truesense Trading Limited
(Incorporated in the British Virgin Islands with limited liability)

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

JOINT ANNOUNCEMENT
(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY ASTRUM CAPITAL MANAGEMENT LIMITED FOR AND ON BEHALF OF TRUESENSE TRADING LIMITED TO ACQUIRE ALL THE ISSUED SHARES IN TIAN GE INTERACTIVE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR TO BE ACQUIRED BY TRUESENSE TRADING LIMITED, MS. HONG YAN, MR. FU ZHENGJUN AND BLUEBERRY WORLDWIDE HOLDINGS LIMITED); (2) RESULTS OF THE OFFER; (3) SETTLEMENT OF THE OFFER; AND (4) PUBLIC FLOAT OF THE COMPANY

Financial Adviser and Agent to the Offeror

Astrum Capital Management Limited
阿仕特朗資本管理有限公司

Independent Financial Adviser to the Independent Board Committee

紅日资本有限公司
RED SUN CAPITAL LIMITED

Reference is made to (i) the announcement jointly issued by Truesense Trading Limited (the "**Offeror**") and Tian Ge Interactive Holdings Limited (the "**Company**") dated 19 November 2025 (the "**Joint Announcement**") in relation to, among others, the Offer; (ii) the Composite Document dated 18 December 2025 jointly issued by the Offeror and the Company in respect of the Offer. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

Reference is also made to the announcement jointly issued by the Offeror and the Company dated 8 January 2026 in relation to, among others, the application to the Executive made by Sina. As disclosed in the announcement dated 8 January 2026, the Offeror and the Company were informed that Sina, through its financial adviser, submitted an application (the "**Application**") dated 6 January 2026 to the Executive to rebut the presumption of acting in concert between Sina and the offeror group (i.e. the Offeror, Ms. Hong, Mr. Fu and Blueberry Worldwide). The Application is subject to further assessment and consideration by the Executive and no ruling has been made by the Executive as at the date of this joint announcement.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 8 January 2026 and was not revised or extended by the Offeror.

FURTHER ACQUISITIONS BY THE OFFEROR

During the period from the date of the Joint Announcement and up to the date of this joint announcement, the Offeror further acquired 39,050,000 Shares ("**Further Acquisition Shares**") on the secondary market, further details of which are set out in the table below:

Date of transactions	**No. of Shares purchased**	**Transaction price per Share (HK$)**	**Consideration (HK$)**
20 November 2025	10,000,000	0.68	6,800,000
24 November 2025	5,000,000	0.68	3,400,000
25 November 2025	3,000,000	0.68	2,040,000
26 November 2025	5,000,000	0.68	3,400,000
1 December 2025	6,000,000	0.68	4,080,000
2 December 2025	2,000,000	0.68	1,360,000
3 December 2025	3,000,000	0.68	2,040,000
9 December 2025	300,000	0.68	204,000
10 December 2025	486,000	0.68	330,480
11 December 2025	500,000	0.68	340,000
17 December 2025	764,000	0.68	519,520
18 December 2025	1,500,000	0.68	1,020,000
19 December 2025	1,500,000	0.68	1,020,000
Total	**39,050,000**		**26,554,000**

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 8 January 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 9 valid acceptances in respect of a total of 121,151,339 Shares under the Offer, representing approximately 10.92% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the Further Acquisition Shares and the 9 valid acceptances in respect of 121,151,339 Offer Shares under the Offer as at 4:00 p.m. on Thursday, 8 January 2026 and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, Ms. Hong, Mr. Fu and Blueberry Worldwide are interested in an aggregate of 511,096,339 Shares, representing approximately 46.07% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 9 valid acceptances in respect of 121,151,339 Offer Shares under the Offer at the Offer Price of HK$0.68 per Offer Share, the total consideration of the Offer is HK$82,382,910.52.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been/will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting remittances in respect of valid acceptances received under the Offer is Monday, 19 January 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after the Acquisition, the Offeror and parties acting in concert with it (including Mr. Fu's direct and deemed interests in the Shares but excluding Sina's interests in the Shares) are in aggregate interested in a total of 350,895,000 Shares (representing approximately 31.63% of the total number of the issued share capital of the Company). Pursuant to Rule 26.1 of the Takeovers Code, after the Acquisition, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or to be acquired by the Offeror, Ms. Hong, Mr. Fu and Blueberry Worldwide).

Taking into account the Further Acquisition Shares and the 9 valid acceptances in respect of 121,151,339 Offer Shares under the Offer (representing approximately 14.44% of the entire issued share capital of the Company) and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, Ms. Hong, Mr. Fu and Blueberry Worldwide are interested in an aggregate of 511,096,339 Shares, representing approximately 46.07% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it (including Mr. Fu, Blueberry Worldwide and Sina (who is presumed to be acting in concert with Mr. Fu in respect of the Company pursuant to class (1) to the definition of acting in concert under the Takeovers Code)) were in aggregate interested in a total of 650,895,000 Shares (representing approximately 58.67% of the total number of the issued share capital of the Company). Save for 330,695,000 Shares held by Blueberry Worldwide, 200,000 Shares held by Mr. Fu, the Acquisition Shares, the Further Acquisition Shares, 300,000,000 Shares held by Sina and the valid acceptances under the Offer as disclosed above, the Offeror and parties acting in concert with it (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before the Acquisition; (ii) immediately following the Acquisition; (iii) immediately before 18 December 2025 (i.e. the commencement of the opening for acceptance of the Offer); and (iv) immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

	Immediately before the Acquisition		**Immediately following the Acquisition**		**Immediately before 18 December 2025 (i.e. the commencement of the opening for acceptance of the Offer)**		**Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement**	
	Number of Shares	*Approximately %*	*Number of Shares*	*Approximately %*	*Number of Shares*	*Approximately %*	*Number of Shares*	*Approximately %*
Blueberry Worldwide *(Note 1)*	330,695,000	29.81	330,695,000	29.81	330,695,000	29.81	330,695,000	29.81
Mr. Fu *(Note 1)*	200,000	0.02	200,000	0.02	200,000	0.02	200,000	0.02
Offeror *(Note 2)*	–	–	20,000,000	1.80	56,050,000	5.05	180,201,339	16.24
Sina *(Note 3)*	300,000,000	27.04	300,000,000	27.04	300,000,000	27.04	300,000,000	27.04
The Offeror and parties acting in concert with it	630,895,000	56.87	650,895,000	58.67	686,945,000	61.92	811,096,339	73.11
Mr. Mai *(Note 4)*	4,050,000	0.37	4,050,000	0.37	4,050,000	0.37	4,050,000	0.37
Mr. Zhao *(Note 5)*	1,105,203	0.10	1,105,203	0.10	1,105,203	0.10	1,105,203	0.10
Xinshow Limited *(Note 6)*	62,381,197	5.62	62,381,197	5.62	62,381,197	5.62	62,381,197	5.62
Public Shareholders								
Other public Shareholders *(Note 6)*	410,958,762	37.04	390,958,762	35.24	354,908,762	32.00	230,757,423	20.80
Total	**1,109,390,162**	**100.00**	**1,109,390,162**	**100.00**	**1,109,390,162**	**100.00**	**1,109,390,162**	**100.00**

Notes:

1. UBS Trustees (B.V.I.) Limited, the trustee of Mr. Fu's Trust, holds the entire issued share capital of Three-Body Holdings Ltd through its nominee, UBS Nominee Limited. Three-Body Holdings Ltd holds the entire issued share capital of Blueberry Worldwide. Blueberry Worldwide in turn holds 330,695,000 Shares. Mr. Fu's Trust is a discretionary trust established by Mr. Fu (as the settlor) and the discretionary beneficiaries of which are Mr. Fu and his family members. Accordingly, each of Mr. Fu, UBS Trustees (B.V.I.) Limited, Three-Body Holdings Ltd and Blueberry Worldwide is deemed to be interested in 330,695,000 Shares held by Blueberry Worldwide.

2. The Offeror is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Ms. Hong. Ms. Hong is deemed to be interested in 180,201,339 Shares held by the Offeror as at the date of this joint announcement. In addition, Ms. Hong is the spouse of Mr. Fu, and is deemed to be interested in 330,895,000 Shares which Mr. Fu is interested in.

3. Based on the public information, as at the date of this joint announcement, Sina was ultimately owned as to approximately 61.24% by Mr. Charles Guowei Chao and was interested in 300,000,000 Shares (representing approximately 27.04% of the total number of the issued share capital of the Company). Given that both Mr. Fu and Sina are interested in 20% or more of the voting rights in the Company, Mr. Fu and Sina are presumed to be acting in concert in respect of the Company pursuant to class (1) to the definition of acting in concert under the Takeovers Code.

4. Mr. Mai is an executive Director.

5. Mr. Zhao is an executive Director and the chief executive officer of the Company.

6. Xinshow Limited, the nominee to the trustee of the 2024 Share Scheme, is wholly owned by TCT (BVI) Limited, which is in turn wholly owned by The Core Trust Company Limited. Therefore, TCT (BVI) Limited and The Core Trust Company are deemed to be interested in 66,412,002 Shares held by Xinshow Limited. As at the date of this joint announcement, amongst such 66,412,002 Shares, (i) 500,000 Shares are to be used to satisfy the unvested share awards granted to an employee of the Group under the 2024 Share Scheme; (ii) 61,881,197 Shares are to be used to satisfy future grants of share awards under the 2024 Share Scheme (as disclosed in the circular of the Company dated 6 June 2024, a total of 63,113,000 restricted share units ("**RSU(s)**") were being held by an independent trustee to the Post-IPO RSU scheme of the Company adopted on 16 June 2014 (and subsequently amended on 30 March 2021) ("**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. Among the 63,113,000 RSUs, there were grants of 500,000 RSUs on 28 March 2025 and 880,000 RSUs on 10 October 2024. In addition, 148,197 RSUs have been cancelled, resulting in a total of 61,881,197 Shares retained for the purposes of satisfying future grants as at the date of this joint announcement); and (iii) the remaining 4,030,805 Shares are held in respect of vested share awards under the 2024 Share Scheme and the post-IPO restricted share unit scheme of the Company approved and adopted on 16 June 2014 (and subsequently amended on 30 March 2021) which have not been transferred to the share award holders yet due to administrative reasons. As the relevant share award holders may deal with the Shares in respect of the vested share awards themselves directly, such 4,030,805 Shares are not included in the Shares held by Xinshow Limited and instead are included in the Shares held by other Shareholders in the table above. There have been no dealings in the securities of the Company by Xinshow Limited in the six months immediately prior to the date of this joint announcement.

7. Save for Mr. Fu, Mr. Mai and Mr. Zhao, none of the other Directors hold any Shares.

8. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 230,757,423 Shares, representing approximately 20.80% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules).

In view of the above, and considering that the market value of the Company is below HK$1,000,000,000, the minimum public float requirement of 25% as set out in Rule 13.32B(1)of the Listing Rules or the alternative threshold as set out in Rule 13.32B(2) of the Listing Rules is not satisfied. However, there is no significant public float shortfall as defined in Rule 13.32F of the Listing Rules. An application has been made to the Stock Exchange for a temporary waiver from strict compliance with Rule 13.32B of the Listing Rules.

The sole director of the Offeror and the Directors will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer. The Company will not take any action that may further lower the percentage of its public float. Each Director must not, and must use his best endeavours to ensure that his close associates do not, take any action that may further lower the percentage of the Company's public float, unless the Director can demonstrate that there are exceptional circumstances.

Further announcement(s) will be made by the Company regarding restoration of public float in the Shares as and when appropriate and in any event, within 15 business days from the date of this joint announcement, in accordance with the Listing Rules.

For and on behalf of
Truesense Trading Limited
Hong Yan
Sole Director

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

Hong Kong, 8 January 2026

As at the date of this joint announcement, the executive Directors are Mr. Fu Zhengjun, Mr. Mai Shi'en and Mr. Zhao Weiwen; the non-executive Director is Ms. Cao Fei; and the independent non-executive Directors are Mr. Tse Ming Lun Alan, Mr. Wang Mingchun and Mr. Lam Yick Man.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Hong.

The sole director of the Offeror and Mr. Fu jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.