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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)

APPLICATION FOR WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT

References are made to (i) the composite offer and response document jointly issued by Truesense Trading Limited (the "**Offeror**") and Tian Ge Interactive Holdings Limited (the "**Company**") dated 18 December 2025 (the "**Composite Document**"); and (ii) the announcement (the "**Closing Announcement**") jointly issued by the Offeror and the Company dated 8 January 2026 in relation to, among others, the results of the Offer. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document and the Closing Announcement.

As disclosed in the Closing Announcement, Xinshow Limited, the nominee to the trustee of the 2024 Share Scheme, is holding 500,000 Shares and these 500,000 Shares will be used to satisfy the unvested share awards granted to an employee of the Group under the 2024 Share Scheme. The Company would like to clarify that these 500,000 Shares should be considered as Shares held by public Shareholders pursuant to the note to Rule 8.24 of the Listing Rules. Set out below is the shareholding structure of the Company 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 announcement:

	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 announcement	
	Number of Shares	*Approximately %*
Mr. Fu *(Note 1)*	511,096,339	46.07
Sina *(Note 2)*	300,000,000	27.04
Mr. Mai *(Note 3)*	4,050,000	0.37
Mr. Zhao *(Note 4)*	1,105,203	0.10
Xinshow Limited *(Note 5)*	61,881,197	5.57
Public Shareholders	231,257,423	20.85
Total	**1,109,390,162**	**100.00**

Notes:

1. Mr. Fu is an executive director of the Company and the chairman of the Board. He beneficially owns 200,000 Shares, and is deemed to be interested in (i) 330,695,000 Shares through UBS Trustees (B.V.I.) Limited, the trustee of Mr. Fu's Trust, which 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; and (ii) 180,201,339 Shares through Truesense Trading Limited which is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Ms. Hong Yan. Ms. Hong Yan is the spouse of Mr. Fu.

2. Based on the public information, as at the date of this joint announcement, Sina was ultimately owned as to approximately 61.2% 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).

3. Mr. Mai is an executive Director.

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

5. 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 (which should be considered as Shares held by public Shareholders pursuant to the note to Rule 8.24 of the Listing Rules); (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 public Shareholders in the table above.

As disclosed in the Closing Announcement, at the close of the Offer, 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 the Closing Announcement.

Subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received and as set out in the shareholding structure table of the Company in the above, a total of 231,257,423 Shares, representing approximately 20.85% of the total issued share capital of the Company, were 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.

Following the close of the Offer, the Company has applied to the Stock Exchange for a waiver from strict compliance with the public float requirement under Rule 13.33(1) of the Listing Rules for a period of five months from 8 January 2026 (being the Closing Date) until 8 June 2026. As at the date of this announcement, the Company intends to restore the public float of the Shares through, among other measures, (i) placing of new Shares to be issued under the general mandate granted to the Directors at the annual general meeting held on 20 June 2025 (or the general mandate to be granted to the Directors at the coming annual general meeting of the Company, depending on the timing of the completion of placing); and (ii) granting awards under the 2024 Share Scheme adopted by the Company on 28 June 2024 to certain employee participant(s) and/or the service provider(s), subject to the requirements and various limits prescribed under the scheme rules and Chapter 17 of the Listing Rules. The Company may also communicate with its substantial shareholders to understand whether they have the intention of reducing their shareholdings, which will satisfy the Company's obligation to maintain its public float.

To the best knowledge, information and belief of the Company, as at the date of this announcement, the public float of the Company is approximately 20.85%, which remains below the minimum public float requirement as set out in Rule 13.32B of the Listing Rules.

The Company is taking appropriate steps to restore the required minimum public float as soon as reasonably practicable, and currently expects to do so on or before 8 June 2026. Further announcement(s) will be made by the Company regarding the results of the waiver application and the status of restoration of the public float as and when appropriate in compliance with the Listing Rules.

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

Hong Kong, 29 January 2026

As at the date of this 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.