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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)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT

References are made to (i) the announcement jointly issued by Tian Ge Interactive Holdings Limited (the "**Company**") and Truesense Trading Limited ("**Truesense**") dated 8 January 2026 in relation to, among others, the results of the mandatory unconditional cash offer (the "**Cash Offer**") made by Astrum Capital Management Limited on behalf of Truesense as offeror to acquire all the issued shares of the Company (the "**Shares**") (other than those already beneficially owned or to be acquired by Truesense, Ms. Hong Yan, Mr. Fu Zhengjun and Blueberry Worldwide Holdings Limited); (ii) the offer document issued by Sina Hong Kong Limited ("**Sina**") relating to the pre-conditional voluntary cash partial offer made by Yu Ming Investment Management Limited for and on behalf of Sina to acquire 32,500,000 Shares (the "**Partial Offer**") dated 11 February 2026 (the "**Offer Document**"); (iii) the Company's response document dated 25 February 2026 (the "**Response Document**"); (iv) the announcement of Sina dated 30 March 2026 in relation to the level of acceptance on the First Closing Date (as defined in the Offer Document) and the extension of the Partial Offer; (v) the announcement of Sina dated 13 April 2026 in relation to the lapse of the Partial Offer; and (vi) the announcement of the Company in relation to the Company's update on the status of the public float dated 8 May 2026. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Offer Document and the Response Document.

Immediately after the close of the Cash Offer, 231,257,423 Shares (representing approximately 20.85% of the total issued share capital of the Company as at 8 January 2026) were held by the public. Accordingly, the percentage of the Shares being held by the public fell below the "Initial Prescribed Threshold" of 25% under Rule 13.32B(1) of the Listing Rules following the close of the Cash Offer. In addition, the market value of the Company as at 8 January 2026 was below HK$1 billion. Accordingly, the portion of the Shares held by the public did not meet the "Alternative Threshold" under Rule 13.32B(2) of the Listing Rules.

Following that, the Company would be required to promptly take appropriate actions to restore the public float as soon as possible. However, on 8 January 2026 (after trading hours), Sina notified the Company that it had an intention to make the Partial Offer at the offer price of HK$0.70 per Share in cash to the Qualifying Shareholders (as defined in the Response Document) in accordance with the Takeovers Code. The offer period for the Partial Offer commenced on 21 January 2026 and was subject to the condition that valid acceptances are received (and not, where permitted, withdrawn) in respect of not less than 32,500,000 Offer Shares on or before the relevant closing date.

Pursuant to Rule 4 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company, no frustrating action (including issue of new shares or grant of share options) shall be taken by the board of the offeree company in relation to the affairs of the company without the approval of the shareholders of the offeree company in general meeting. In light of such restrictions and the uncertainty as to whether the Partial Offer would become unconditional and the eventual public float shortfall amount, the board of directors of the Company was unable to formulate its public float restoration plan until the end of the Partial Offer period.

On 13 April 2026, the condition of the Partial Offer had not been fulfilled, and the offer period thereof ended. As at 13 April 2026 and the date of this announcement, based on the latest information available to the Company, the public float of the Company is still approximately 20.85%, which remains below the minimum public float requirement under Rule 13.32B(1) of the Listing Rules. The market value of the public float still remains below HK$1 billion, and therefore the portion of the Shares held by the public still does not meet the "Alternative Threshold" under Rule 13.32B(2) of the Listing Rules.

GRANT OF WAIVER

Following the close of the Partial Offer, the Company made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 13.32B of the Listing Rules (the "**Waiver**").

On 18 May 2026, the Company was granted the Waiver by the Stock Exchange for the period from 8 January 2026 to 30 June 2026, subject to the disclosure of the details of and reasons for the Waiver by way of publication of this announcement. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

In accordance with the Company's incentive plan, the Company intends to grant awards under the 2024 Share Scheme adopted by the Company on 28 June 2024 to certain employee participants (the "**Eligible Participant(s)**") from various business segments and operations of the Group with a view to incentivize such Eligible Participants and to secure their long term commitment towards the continuous growth and development of the Group. Based on the current incentive plan, each Eligible Participant will be granted awards of no more than 1% of the Shares in issue. Pursuant to the Note to Rule 8.24 of the Listing Rules, such share awards once granted will count towards the public float and will make up the current public float shortfall of the Company, thereby fulfilling the public float requirement under Rule 13.32B(1) of the Listing Rules.

The Company will make further announcement(s) regarding 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, 20 May 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.