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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the an extraordinary general meeting (the “EGM”) of Tian Ge Interactive Holdings Limited (the “**Company**”) will be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Tuesday, November 24, 2020 at 2:00 p.m. to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into and performance of the Discretionary Account Agreement I dated March 2, 2020, the Discretionary Account Agreement II dated September 3, 2020 and the Share Subscription Agreement dated September 3, 2020 and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Discretionary Account Agreements and the Share Subscription Agreement and the transactions contemplated thereunder.”

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

Hong Kong, October 29, 2020

<i>Registered office:</i>	<i>Headquarter:</i>	<i>Principal place of business in Hong Kong:</i>
Grand Pavilion	Room 322	31/F, Tower Two
Hibiscus Way	East Tower Building 1	Times Square
802 West Bay Road	No. 17-1 Chuxin Road	1 Matheson Street
P.O. Box 31119	Gongshu District	Causeway Bay
KY1-1205	Hangzhou, PRC	Hong Kong
Cayman Islands		

Notes:

- (i) The resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the Listing Rules.
- (ii) Any member of the Company entitled to attend and vote at the EGM 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.
- (iii) 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.
- (iv) 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 Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. before 2:00 p.m. on November 22, 2020) 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 EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolution set out in the notice of the EGM 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.
- (vi) For determining the right to attend and vote at the EGM to be held on November 24, 2020, the register of members of the Company will be closed from November 19, 2020 to November 24, 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on November 18, 2020.

As of the date of this announcement, the executive Directors are Mr. Fu Zhengjun and Mr. Mai Shi’en; the non-executive Directors are Mr. Xiong Xiangdong and Ms. Cao Fei; and the independent non-executive Directors are Ms. Yu Bin, Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert.