
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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
ANNUAL MANDATE TO ISSUE SHARES UNDER
RESTRICTED SHARE UNIT SCHEME
AND
RE-ELECTION OF RETIRING DIRECTORS
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, 11 June 2021 at 2:00 p.m. is set out on pages 17 to 21 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 of Hong Kong Limited (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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 2:00 p.m. on Wednesday, 9 June 2021) 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.

27 April 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC on Friday, 11 June 2021 at 2:00 p.m., or any adjournment thereof and notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board”	board of Directors
“Cayman Companies Law”	the Companies Law, 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
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or otherwise deal with securities not exceeding 20% of the number of the issued Shares as at the date of passing the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	19 April 2021, 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
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Nomination Committee”	the nomination committee of the Company
“PRC”	The People’s Republic of China
“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 as at the date of passing the relevant resolution granting the Repurchase Mandate
“Restricted Share Unit Scheme” or “RSU Scheme”	the restricted share unit scheme approved and adopted on 16 June 2014 for the grant of RSU Award to eligible participant pursuant thereto
“RSU”	the restricted share unit
“RSU Annual Mandate”	the annual mandate of the Restricted Share Unit Scheme proposed under ordinary resolution 9(D) set out in the Notice of Annual General Meeting to be granted to the Directors to exercise the powers of the Company to allot and issue shares up to an aggregate number not exceeding 2% of the total number of issued Shares on the date of the passing of the said resolution upon vesting of the RSUs granted under the Restricted Share Unit Scheme
“RSU Award”	a restricted share unit award granted to a participant under the Restricted Share Unit Scheme
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time

DEFINITIONS

“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”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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

LETTER FROM THE BOARD



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)

Executive Directors:

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

Non-executive Directors:

Mr. Xiong Xiangdong
Ms. Cao Fei

Independent non-executive Directors:

Mr. Lam Yiu Por
Mr. Yang Wenbin
Mr. Chan Wing Yuen Hubert

Registered office:

Grand Pavilion, Hibiscus Way
802 West Bay Road
P.O. Box 31119, KY1-1205
Cayman Islands

Headquarter:

Room 322
East Tower Building 1
No. 17-1 Chuxin Road
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
ANNUAL MANDATE TO ISSUE SHARES UNDER
RESTRICTED SHARE UNIT SCHEME
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
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 securities and the Repurchase Mandate to repurchase Shares; b) granting of the RSU Annual Mandate; and c) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE 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, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue securities. At the AGM, an ordinary resolution no. 9(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with the additional securities of the Company not exceeding 20% of the number of issued Shares as at the date of passing the resolution in relation to the General Mandate.

As at the Latest Practicable Date, there were 1,306,616,162 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 9(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 a maximum of 261,323,232 Shares (whether by way of Share or otherwise).

In addition, subject to a separate approval of ordinary resolution no. 9(C), the number of Shares repurchased by the Company under ordinary resolution no. 9(B) will also be added to extend the General Mandate as mentioned in ordinary resolution no. 9(A), provided that such additional value shall represent up to 10% of the number of issued 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 as at the date of passing the resolution in relation to the Repurchase Mandate.

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 II 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.

RSU ANNUAL MANDATE

In accordance with the rules of the Restricted Share Unit Scheme, an annual mandate is proposed under resolution 9(D) set out in the notice of AGM to be granted to the Board (i) specifying the maximum number of new Shares that may underlie the RSUs granted pursuant to the Restricted Share Unit Scheme, and (ii) empowering the Board to allot and issue Shares, procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any RSUs that are granted pursuant to the Restricted Share Unit Scheme, during the period between the AGM and the conclusion of the next annual general meeting of the Company or any earlier date as referred to in such resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of Shares in issue is 1,306,616,162 Shares. Subject to the passing of resolution 9(D) approving the RSU Annual Mandate, and assuming that there is no change in the number of issued Shares between the Latest Practicable Date and the date of approval of the RSU Annual Mandate, the maximum number of new Shares which may be issued under RSU Awards during the period between the AGM and the next annual general meeting of the Company (or any earlier date as aforesaid) pursuant to the RSU Annual Mandate will be 26,132,323 Shares, representing approximately 2% of the Shares in issue.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association, Mr. Fu Zhengjun, Mr. Xiong Xiangdong, Ms. Cao Fei, Mr. Lam Yiu Por and Mr. Yang Wenbin shall retire, and being eligible, offered themselves for re-election as Directors at the AGM.

Recommendations to the Board for the proposal for re-election of Mr. Fu Zhengjun as an executive Director, Mr. Xiong Xiangdong as a non-executive Director, Ms. Cao Fei as a non-executive Director, Mr. Lam Yiu Por as an independent non-executive Director and Mr. Yang Wenbin as an independent non-executive Director 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.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Fu Zhengjun as an executive Director, Mr. Xiong Xiangdong as a non-executive Director, Ms. Cao Fei as a non-executive Director, Mr. Lam Yiu Por as an independent non-executive Director and Mr. Yang Wenbin as an independent non-executive Director.

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 independent non-executive Directors subject to re-election at the AGM

The Nomination Committee had assessed and reviewed the written confirmations of independence of the independent non-executive Directors, Mr. Lam Yiu Por and Mr. Yang Wenbin, who have offered themselves 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. Lam Yiu Por and Mr. Yang Wenbin remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated their performance and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

LETTER FROM THE BOARD

The Nomination Committee is also of the view that Mr. Lam Yiu Por and Mr. Yang Wenbin would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Lam Yiu Por and Mr. Yang Wenbin can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise, including in-depth knowledge in law, financial management, investments strategies and connections in various industries.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Lam Yiu Por and Mr. Yang Wenbin for re-election as independent non-executive Directors at the AGM.

RE-APPOINTMENT OF AUDITOR

An ordinary resolution no. 8 will be proposed on the AGM to approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company to hold office from the conclusion of the AGM until the next annual general meeting, and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 21 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 RSU Annual Mandate and the re-election of the retiring Directors.

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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 2:00 p.m. on Wednesday, 9 June 2021) 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.

LETTER FROM THE BOARD

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.

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 RSU Annual Mandate and the re-election of the retiring Directors 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, 27 April 2021

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. Fu Zhengjun (傅政軍), aged 42, is our Chairman and has been a Director of our Board since July 28, 2008. He was re-designated to our Board as an executive Director on March 11, 2014. Mr. Fu is the founder of our Group and has served as the chief executive officer of all our wholly-owned foreign enterprises (“WFOE”) and PRC Operating Entities (as defined below) since their respective incorporation until June 26, 2020. He is responsible for the overall strategic planning of our Group, and is instrumental to our growth and business expansion. Mr. Fu has approximately 17 years of experience in the Internet industry. Prior to founding our Group, Mr. Fu was the chief technology officer of Tiantu Information Technology (Shanghai) Co., Ltd. (天圖信息技術(上海)有限公司), a company mainly engaging in the development of Internet advertising technology, from August 2000 to September 2004, where he was responsible for products research and development. From August 1999 to August 2000, Mr. Fu served as an engineer at Zhejiang Data Communications Administration Bureau (浙江省數據通訊局) (formerly known as Zhejiang Communications Administration Bureau (浙江省通訊管理局)), where he was responsible for project management and implementation.

Mr. Fu received a bachelor’s degree in computer science application from Zhejiang University of Technology (浙江工業大學) in Hangzhou in July 1999.

Mr. Fu has entered a service agreement for a term of three years with the Company. According to the service agreement, Mr. Fu is entitled to approximately RMB687,000 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. Fu was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Fu 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. Fu was deemed to be interested in 330,895,000 Shares within the meaning of Part XV of the Securities and Future Ordinance.

NON-EXECUTIVE DIRECTORS

Mr. Xiong Xiangdong (熊向東), aged 49, was appointed as a non-executive Director on September 1, 2020. Mr. Xiong has been serving as the managing partner of Meridian Capital since January 2010. Mr. Xiong served as the president of Kubao Information Technology (Shanghai) Limited from September 2004 to December 2009. Mr. Xiong served as an investment director of IDG Capital from October 1994 to August 2004. Prior to that, Mr. Xiong served as an investment manager in Wantong Enterprises Group from July 1993 to October 1994.

Mr. Xiong obtained a bachelor degree in electronic science and technology from East China Normal University in July 1993.

Mr. Xiong has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Mr. Xiong is entitled to an annual fee of HK\$200,000 as basic salary. The remuneration of Mr. Xiong was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Xiong is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Ms. Cao Fei (曹菲), aged 46, 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 RMB176,000 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 DIRECTORS

Mr. Lam Yiu Por (林曉波), aged 44, was appointed as an independent non-executive Director with effect from January 11, 2021. Mr. Lam has more than 20 years of experience in the field of finance and accounting. Mr. Lam is currently an independent non-executive director of JNBY Design Limited, a company listed on the Stock Exchange (stock code: 3306). He had also served as the chief financial officer and vice president of Greentech Technology International Limited (stock code: 195) from December 2013 to July 2020.

Mr. Lam was an independent non-executive director of GR Properties Limited (stock code: 108) from July 2012 to April 2014, an independent non-executive director of Yat Sing Holdings Limited (stock code: 3708) from December 2014 to March 2016, a non-executive director of Zhong Ao Home Group Limited (stock code: 1538) from April 2015 to May 2017, an independent non-executive director of China Tontine Wines Group Limited (stock code: 389) from November 2016 to November 2018, and an independent non-executive director of Denox Environmental & Technology Holdings Limited (stock code: 1452) from November 2015 to June 2020.

Mr. Lam received his bachelor degree of arts in accountancy from the Hong Kong Polytechnic University (香港理工大學) in November 1997. Mr. Lam has been a member of the Hong Kong Institute of Certified Public Accountants, an associate of the Hong Kong Institute of Chartered Secretaries, a chartered financial analyst of the CFA Institute and a fellow of the Association of Chartered Certified Accountants since October 2004, March 2006, September 2006 and November 2007, respectively.

Mr. Lam has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Mr. Lam is entitled to an annual fee of HK\$200,000 as basic salary. The remuneration of Mr. Lam was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Lam is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

Mr. Yang Wenbin (楊文斌), aged 55, was appointed as an independent non-executive Director on 13 June 2018. Mr. Yang has been serving as the chairman of Beijing Weiheng (Hangzhou) Law Firm since January 2017 and is responsible for the overall operations and management of the firm. Mr. Yang served as a senior partner of Zhejiang Zehou Law Firm from July 2011 to December 2016 and as the chairman of Zhejiang Handing Law Firm from October 2002 to June 2011. Prior to that, Mr. Yang served as a teacher in Zhejiang Police Vocational Academy from July 1986 to July 1996, primarily responsible for giving lectures in the field of criminal laws and jurisprudence. Mr. Yang is a licensed lawyer with profound theoretical knowledge and practical experience in criminal and corporate law. At present, Mr. Yang has been appointed as a practice instructor of post-graduate students in the School of Law of Zhejiang Gongshang University and as an adjunct professor of the College of Law and Political Science of Zhejiang A&F University.

Mr. Yang obtained a bachelor degree in law from Northwest University of Political Science and Law in June 1986.

Mr. Yang has entered into a letter of appointment for a term of three years with the Company. According to the letter of appointment, Mr. Yang is entitled to an annual fee of RMB176,000 as basic salary. The remuneration of Mr. Yang was determined by the Board with reference to his time commitment, responsibilities, employment condition in the Group, prevailing market rate and comparable companies. Mr. Yang is subject to the provisions of his letter of appointment and the retirement and rotation provisions in the Articles of Association.

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 1,306,616,162 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 130,661,616 Shares which represent 10% of the issued 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 Law, 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 Law, out of capital.

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 2020, 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.

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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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.

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 25.32% 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 28.14% 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 of the Company, 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 HK\$	Lowest HK\$	
9 April 2021	324,000	0.95	0.92	305,380.00
12 April 2021	172,000	0.96	0.94	163,820.00
13 April 2021	180,000	0.98	0.98	176,400.00
15 April 2021	350,000	1.02	1.02	357,000.00
16 April 2021	380,000	1.04	1.04	395,200.00
19 April 2021	742,000	1.06	1.03	774,370.00

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 <i>HK\$</i>	Lowest prices <i>HK\$</i>
2020		
April	1.79	1.27
May	1.43	0.94
June	1.30	0.86
July	1.25	0.93
August	1.12	0.92
September	0.99	0.70
October	0.80	0.54
November	0.92	0.56
December	0.96	0.71
2021		
January	0.97	0.79
February	1.89	0.79
March	1.21	0.88
April (up to the Latest Practicable Date)	1.07	0.88

NOTICE OF ANNUAL GENERAL MEETING



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)

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, 11 June 2021 at 2:00 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 2020.
2. To re-elect Mr. Fu Zhengjun as executive director of the Company.
3. To re-elect Mr. Xiong Xiangdong as non-executive director of the Company.
4. To re-elect Ms. Cao Fei as non-executive director of the Company.
5. To re-elect Mr. Lam Yiu Por as independent non-executive director of the Company.
6. To re-elect Mr. Yang Wenbin as independent non-executive director of the Company.
7. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
8. To re-appoint PricewaterhouseCoopers as auditors of the Company and authorize the board of directors of the Company to fix their remuneration.
9. 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 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

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company and shall authorize the directors of the Company 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 of the Company 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 any share option scheme or any Restricted Share Unit 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 as at the date of passing this resolution; and
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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 of the Company 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 of the Company 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 of the Company 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 as at the date of passing this resolution;
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

(C) “**That** conditional upon the resolutions numbered 9(A) and 9(B) set out above being passed, the general mandate granted to the directors of the Company 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 9(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 of the Company 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 9(B) set out above, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing the Company resolutions.”

(D) “**That:**

- (i) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to grant restricted share unit awards (“**RSU Awards**”) and to allot, issue, procure the transfer of and otherwise deal with additional shares underlying any RSU Awards granted under the RSU Scheme as and when the RSU Awards vest be and is hereby approved;
- (ii) the aggregate number of additional shares underlying all RSU Awards granted by the Directors pursuant to the approval in paragraph (i) of this resolution (excluding RSU Awards that have lapsed or been cancelled in accordance with the rules of the Restricted Share Unit Scheme) shall not exceed 2% of the total number of shares of the Company in issue at the date of passing of this resolution; and
- (iii) for the purpose of this resolution, “Relevant Period” shall have the same meaning as assigned to it under paragraph (iv) of resolution 9(A) in the notice of this meeting of which this resolution forms a part.”

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

Hong Kong, 27 April 2021

NOTICE OF ANNUAL GENERAL MEETING

<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) 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 9(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 9(A) and 9(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, 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 AGM (i.e. before 2:00 p.m. on Wednesday, June 9, 2021) 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 at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC at 2:00 p.m. on Friday, 11 June 2021, the register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021 (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, 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 Monday, 7 June 2021.
- (vii) In respect of the ordinary resolutions numbered 2 to 6 above, Mr. Fu Zhengjun, Mr. Xiong Xiangdong, Ms. Cao Fei, Mr. Lam Yiu Por and Mr. Yang Wenbin shall retire and, being eligible, offered themselves for re-election. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 27 April 2021.
- (viii) In respect of the ordinary resolution numbered 9(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.
- (ix) In respect of the ordinary resolution numbered 9(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 II to the accompanied circular dated 27 April 2021.
- (x) 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.