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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)

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 Friday, 6 May 2022 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

1. “THAT:

- (a) the entering into and performance of (i) the Termination Agreements dated 9 March 2022; (ii) the Equity Transfer Agreements dated 9 March 2022; and (iii) the New VIE Agreements dated 9 March 2022 in relation to the New Contractual Arrangements (details of the Termination Agreements, the Equity Transfer Agreements, the New VIE Agreements and the New Contractual Arrangements have been set out in the circular dated 13 April 2022), be and are hereby approved, confirmed and ratified;
- (b) the New Contractual Arrangements be and is hereby approved, ratified and confirmed; and
- (c) any one director of the Company be and is hereby authorized 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 Termination Agreements, the Equity Transfer Agreements, New VIE Agreements and the New Contractual Arrangements contemplated thereunder.”

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

Hong Kong, 13 April 2022

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

Notes:

- (i) The resolution 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 4 May 2022) 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) For determining the right to attend and vote at the EGM to be held on 6 May 2022, the register of members of the Company will be closed from 3 May 2022 to 6 May 2022 (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 Company’s Share Registrar in Hong Kong, 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 29 April 2022.
- (vi) 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.

As of the date of this notice, the executive directors of the Company are Mr. Fu Zhengjun and Mr. Mai Shi’en; the non-executive directors of the Company are Mr. Xiong Xiangdong and Ms. Cao Fei; and the independent non-executive directors of the Company are Mr. Lam Yiu Por, Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert.