



**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)

**FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_  
being the holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.0001 each in the capital of Tian Ge Interactive Holdings Limited (the “Company”) hereby appoint<sup>(Note 3)</sup> \_\_\_\_\_ of<sup>(Note 3)</sup> \_\_\_\_\_ or failing him/her, the chairman of the extraordinary general meeting (the “EGM”) as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 2:00 p.m. on Friday, 6 May 2022 at 12A, Intime City Tower E, Gongshu District, Hangzhou, Zhejiang, PRC, and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolution as set out in the notice of the EGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the EGM in such manner as he/she thinks fit.

Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature(s)<sup>(Notes 5 & 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of EGM will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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 shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 2:00 p.m. on 4 May 2022). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialed by the person who signs it.