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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)

GRANT OF AWARDS UNDER THE 2024 SHARE SCHEME

This announcement is made by the Company pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

Reference is made to the adoption of the 2024 Share Scheme by the Company on 28 June 2024, which is designed to provide incentives to Eligible Participants to contribute to the Group and to enable the Group to recruit high-calibre employees, attract human resources and reward service providers that are valuable to the Group. A total of 63,113,000 issued but ungranted Shares under the Post-IPO RSU Scheme of the Company is authorized to be redesignated into and shall constitute part of the Awards for the purpose of the 2024 Share Scheme (the “Excess Share Awards”). Details of the 2024 Share Scheme are set out in the circular to Shareholders of the Company dated 6 June 2024.

The Board hereby announces that on 10 October 2024, the Board granted a total of 880,000 Award Shares under the 2024 Share Scheme to 2 Selected Participants, comprising 1 employee of the Group and 1 service provider (the “Grantee(s)”). Excess Share Awards are utilized for this grant.

Details of the granted Awards

Date of grant:	10 October 2024
Number of Award Shares:	A total of 880,000 Shares, comprising 500,000 Shares for 1 employee participant and 380,000 Shares for 1 service provider participant
Award consideration:	Nil

Closing price of the Award	HK\$0.6 per Share
Shares on the date of grant:	
Vesting period:	12 months
Performance targets:	There are no performance targets applicable to the granted Award Shares.
Clawback mechanism:	The granted Award Shares are subject to the Company's clawback mechanism and may be clawed back if the employment relationship of the Grantee(s) is terminated for cause. In the event of termination of the Grantee(s)' employment for cause, any portion of the granted Award Shares which are outstanding and unvested as at the relevant date of termination shall forthwith terminate and cease to have any force and effect.
Arrangement for the Company or a subsidiary to provide financial assistance to Grantee(s):	Nil

Reasons for grant of Awards

Selected Participants include employee participants and service provider participants who, in the ordinary and usual course of business, provide the Group with certain consulting services on an ongoing or recurring basis that are beneficial to the long-term growth of the Group. The purpose of granting Awards to the Selected Participants (including the service provider participants) is to align the interests of such Grantee(s) with the interests of the Group through shareholding, dividends and other share distributions and/or share appreciation, as well as to recognize the contributions made by the Grantee(s), and to attract and retain talented people for the Group's continued operation and development.

The Directors (including the independent non-executive Directors) consider that the grant to the service provider participants is in line with the industry norms and is appropriate to strengthen the long-term relationship with such participants by aligning their interests with those of the Company and the Shareholders, which is in line with the purpose of the 2024 Share Scheme.

None of the Grantee(s) falls within any of the categories referred to in Rule 17.06A(2) of the Listing Rules, i.e., (a) the Directors, the chief executives or substantial Shareholders of the Company, or their associates; (b) the participants who have been granted and are proposed to be granted a total number of options and Awards exceeding the individual limit of 1% as required under Rule 17.03D of the Listing Rules; or (c) the relevant entity participants or service provider participants who have been granted and proposed to be granted a total number of options and Awards in any 12-month period exceeding 0.1% of the relevant issued class of Shares.

Number of Shares available for future grants

Excess Share Awards are utilized for this grant. The Shares underlying the Excess Share Awards are as a result of a series of on-market purchases made in previous years. Accordingly, no new Shares will be issued and allotted to satisfy the grant of the Awards by the Company. Therefore there will not be any dilutive effect on the shareholdings of existing Shareholders.

The total number of Shares that may be issued in respect of all Awards granted under the 2024 Share Scheme and Awards granted under any of the Company's other share schemes will not exceed 120,211,816 Shares (the "Scheme Mandate Limit") and the total number of Shares that may be issued in respect of all Awards granted to service provider participants under the 2024 Share Scheme will be 12,021,181 Shares (the "Service Provider Sublimit").

As of the date of this announcement, 119,331,816 Shares and 11,952,371 Shares are available for future grant under the Scheme Mandate Limit and the Service Provider Sublimit, respectively.

Voting and dividend rights

The Awards do not carry any right to vote at general meetings of the Company and are not entitled to any dividend distribution, transfer or other rights. None of the Selected Participants will have any rights as Shareholders as a result of the grant of the Awards unless and until the Shares to which the Awards relate are delivered to the Selected Participants pursuant to the vesting and exercise of such Awards.

Stock Exchange approval

The 2024 Share Scheme is a share scheme under Chapter 17 of the Listing Rules. The Listing Committee of the Stock Exchange has granted approval for the listing of, and permission to deal in, new Shares in respect of any Awards that may be issued under the 2024 Share Scheme.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings.

"Adoption Date"	28 June 2024, the date when the Shareholders approved the 2024 Share Scheme at the general meeting
"Award(s)"	restricted Share(s) and/or treasury Share(s) granted or to be granted as Share Award(s) under the 2024 Share Scheme
"Award Share(s)"	Share(s) granted to the Grantee(s) under the Award(s)

“Board”	board of Directors
“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
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	the employee participant(s) or the service provider(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Selected Participant(s)”	any Eligible Participant who is approved to participate in the 2024 Share Scheme and is granted any Award under the 2024 Share Scheme
“2024 Share Scheme”	the 2024 Share Option and Award Scheme adopted by the Company on the Adoption Date
“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
“Shareholder(s)”	the holder(s) of the Share(s)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

percentage

By order of the Board

Tian Ge Interactive Holdings Limited

Fu Zhengjun

Chairman

Hong Kong, 10 October 2024

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 Mr. Tse Ming Lun Alan, Mr. Wang Mingchun and Mr. Chan Wing Yuen Hubert.