

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated June 25, 2014 (the “**Prospectus**”) issued by Tian Ge Interactive Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Wednesday, July 30, 2014, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Tian Ge Interactive Holdings Limited

天 鴿 互 動 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	304,267,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	30,428,000 Shares (subject to adjustment)
Number of International Offer Shares	:	273,839,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$5.30 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	US\$0.0001 per Share
Stock code	:	1980

Joint Sponsors and Joint Global Coordinators



Joint Bookrunners



Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option), (ii) the exercise of any options granted under the Pre-IPO Share Option Scheme and which may be granted under the Post-IPO Share Option Scheme and (iii) the Post-IPO RSU Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, July 9, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.tiange.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 30,428,000 Offer Shares (subject to adjustment), and the International Offering of initially 273,839,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$5.30 per Offer Share and is currently expected to be not less than HK\$4.50 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$5.30 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$5.30 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allocated Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, June 25, 2014, until 12:00 noon on Monday, June 30, 2014 from:

1. **UBS AG, Hong Kong Branch**, 52/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
2. **China International Capital Corporation Hong Kong Securities Limited**, 29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
3. **Haitong International Securities Company Limited**, 22/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong
4. **Jefferies Hong Kong Limited**, Suite 2201, 22/F Cheung Kong Center, 2 Queen's Road Central, Hong Kong
5. **CMB International Capital Limited**, Units 1803-4, 18th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong
6. **China Galaxy International Securities (Hong Kong) Co., Limited**, Unit 3501, 3513-14, 35/F, Cosco Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong
7. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

District	Branch name	Branch address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
Kowloon	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	G/F, 828 Cheung Sha Wan Road, Cheung Sha Wan
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Metroplaza Branch	Shop No. 175 – 176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin

8. any of the following branches of **Bank of Communications Co., Ltd. Hong Kong Branch**:

District	Branch name	Branch address
Hong Kong Island	Chaiwan Sub-Branch	G/F., 121-121A Wan Tsui Road, Chaiwan
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road
	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court, 55 Hong Ning Road, Kwun Tong
	Shamshuipo Sub-Branch	Shop G1, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
New Territories	Tseung Kwan O Sub-Branch	Shop 253-255, Metro City Shopping Arcade, Phase I, Tseung Kwan O
	Tai Po Sub-Branch	Shop No.1, G/F., Wing Fai Plaza, 29-35 Ting Kok Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, June 25, 2014 until 12:00 noon on Monday, June 30, 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Horsford Nominees Limited – Tian Ge Interactive Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank (Hong Kong) Limited or Bank of Communications Co., Ltd. Hong Kong Branch referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service Provider at www.eipo.com.hk from 9:00 a.m. on Wednesday, June 25, 2014 until 11:30 a.m. on Monday, June 30, 2014 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, June 25, 2014 until 12:00 noon on Monday, June 30, 2014.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on the Company’s website (www.tiange.com) on or before Tuesday, July 8, 2014. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Tuesday, July 8, 2014 as described in the section “How to Apply for Hong Kong Offer Shares – Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, July 9, 2014 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, July 9, 2014. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1980.

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

Hong Kong, June 25, 2014

As at the date of this announcement, the executive Directors are FU Zhengjun and MAI Shi'en; the non-executive Directors are MAO Chengyu and Herman Cheng-Chun, YU; and the independent non-executive Directors are YU Bin, WU Chak Man and CHAN Wing Yuen Hubert.

*Please also refer to the published version of this announcement in **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*