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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)

**DISCLOSEABLE TRANSACTIONS
SUBSCRIPTION OF WEALTH
MANAGEMENT PRODUCTS**

SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS

The Board announces that between 10 May 2017 and 15 June 2018, certain subsidiaries of the Company subscribed for the Wealth Management Products offered by CMB, summary of which are set out as follows:

- 1st CMB Wealth Management Product of RMB40 million subscribed between 10 May 2017 and 5 January 2018;
- 2nd CMB Wealth Management Product of RMB365 million subscribed between 4 January 2018 and 14 June 2018;
- 3rd CMB Wealth Management Product of RMB52 million subscribed between 22 March 2018 and 6 June 2018;
- 4th CMB Wealth Management Product of RMB128 million subscribed between 26 March 2018 and 11 June 2018;
- 5th CMB Wealth Management Product of RMB20 million subscribed on 15 June 2018.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, at the date of this announcement, as one of the applicable percentage ratios of the subscription amount of the above Wealth Management Products when aggregated exceeds 5% but is less than 25%, the above Wealth Management Products aggregated constituted a discloseable transaction which is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

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- 4th CMB Wealth Management Product of RMB128 million subscribed between 26 March 2018 and 11 June 2018;
- 5th CMB Wealth Management Product of RMB20 million subscribed on 15 June 2018.

Principal terms of each of the Wealth Management Products are set out below:

(I) 1st CMB Wealth Management Product

Date of subscription	between 10 May 2017 and 5 January 2018
Name of the wealth management product	招商銀行點金公司理財之步步生金8688號保本理財計劃
Total subscription amount	RMB40 million

Term of investment period	Expire on 4 December 2038; redeemable any time after purchase
Expected rate of investment return	floating interest rate [<i>approximately from 2.7% to 3.7%</i>]
Investment portfolio	The funds under this wealth management product will be invested in financial assets with higher credit level and more liquidity, including but not limited to, national bonds, financial debenture, interbank assets, deposits, asset-backed security, corporate bonds and other financial instruments that comply with the relevant rules and regulations

(II) 2nd CMB Wealth Management Product

Date of subscription	between 4 January 2018 and 14 June 2018
Name of the wealth management product	招商銀行聚益生金系列公司(182天)A款理財計劃
Total subscription amount	RMB365 million
Term of investment period	from 4 January 2018 to 13 December 2018
Expected rate of investment return	from 4.8% to 5.1%
Investment portfolio	The funds raised under this wealth management product will be invested in financial assets with higher credit level and more liquidity, including but not limited to, bonds, asset-backed security, interbank assets, deposits and other financial instruments that comply with the relevant rules and regulations

(III) 3rd CMB Wealth Management Product

Date of subscription	between 22 March 2018 and 6 June 2018
Name of the wealth management product	招商銀行點金公司理財之步步生金8699號理財計劃
Total subscription amount	RMB52 million

Term of investment period	Expire on 5 December 2038; redeemable any time after purchase
Expected rate of investment return	floating interest rate [<i>approximately from 4.3% to 4.5%</i>]
Investment portfolio	The funds raised under this wealth management product will be invested in financial assets with higher credit level and more liquidity, including but not limited to, bonds, asset-backed security, interbank assets, deposits and other financial instruments that comply with the relevant rules and regulations

(IV) 4th CMB Wealth Management Product

Date of subscription	between 26 March 2018 and 11 June 2018
Name of the wealth management product	招商銀行聚益生金系列公司 (91天) A款理財計劃
Total subscription amount	RMB128 million
Term of investment period	from 26 March 2018 to 10 September 2018
Expected rate of investment return	from 4.65% to 5.0%
Investment portfolio	The funds raised under this wealth management product will be invested in financial assets with higher credit level and more liquidity, including but not limited to, bonds, asset-backed security, interbank assets, deposits and other financial instruments that comply with the relevant rules and regulations

(V) 5th CMB Wealth Management Product

Date of subscription	15 June 2018
Name of the wealth management product	招商銀行聚益生金系列公司 (63天) A款理財計劃
Total subscription amount	RMB20 million

Term of investment period	from 15 June 2018 to 17 August 2018
Expected rate of investment return	4.6%
Investment portfolio	The funds raised under this wealth management product will be invested in financial assets with higher credit level and more liquidity, including but not limited to, bonds, asset-backed security, interbank assets, deposits and other financial instruments that comply with the relevant rules and regulations

REASONS AND BENEFITS FOR SUBSCRIBING FOR THE WEALTH MANAGEMENT PRODUCTS

The Company's daily operation has been generating significant capital reserves. In line with the Company's treasury policy, the Company has the option of placing such funds into fixed term time deposits or similar form of wealth accrual instruments. For a long period of time, the Company has been utilizing its idle funds to subscribe for wealth management products through Internet banking from commercial banks in order to earn interests. Having considered that the Wealth Management Products have low investment risk and are highly flexible in terms of withdrawal and deposits, the Board considers that placement of idle funds into such products were entered into on normal commercial terms, in the ordinary course of the Company's business and were and are in the interest of the Company and its Shareholders.

INFORMATION ABOUT THE PARTIES

The Company

The Company is principally engaged in the operating of live social video platforms, mobile and online games, advertising and other services in the People's Republic of China.

China Merchant Bank

China Merchant Bank is a commercial bank in the PRC.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, at the date of this announcement, as one of the applicable percentage ratios (as defined under the Listing Rules) of the subscription amount to the above Wealth Management Products, when aggregated, exceeds 5% but is less than 25%, such subscription constitutes a discloseable transaction which is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

In the past, due to the mistaken belief of the management of the Company that the subscription of Wealth Management Products does not need to be aggregated within the meaning of Chapter 14 of the Listing Rules, the Company did not aggregate the Wealth Management Products purchased from CMB as of 31 December 2017. If such figures were aggregated, the relevant applicable percentage ratios (as defined under the Listing Rules) for the purchase of the Wealth Management Products from CMB have, for temporary periods, exceeded 25% but are lower than 75%. Therefore, the Company has failed to comply with the notification, announcement, circular and shareholders' approval requirement after the purchase of the Wealth Management Products at the relevant time.

Considering that (1) the Company treated the purchase of low-risk wealth management products as a *bona fide* means to utilize its spare/surplus cash, to the benefit of the Shareholders as a whole; (2) the Company considers that the purchase of such products offers great flexibility and better return compared to placing funds into time deposits; (3) to seek for ratification shareholder approval at this juncture would be impractical and involves additional administrative costs to the Company, which is not to the benefit of the Company and its Shareholders as a whole, the Company will not convene an extraordinary general meeting to ratify the purchase of the Wealth Management Products.

DEFINITIONS

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

“1st CMB Wealth Management Product”	the subscription of the wealth management product offered by CMB with an amount of RMB40 million subscribed between 10 May 2017 and 5 January 2018
“2nd CMB Wealth Management Product”	the subscription of the wealth management product offered by CMB with an amount of RMB365 million subscribed between 4 January 2018 and 14 June 2018

“3rd CMB Wealth Management Product”	the subscription of the wealth management product offered by CMB with an amount of RMB52 million subscribed between 22 March 2018 and 6 June 2018
“4th CMB Wealth Management Product”	the subscription of the wealth management product offered by CMB with an amount of RMB128 million subscribed between 26 March 2018 and 11 June 2018
“5th CMB Wealth Management Product”	the subscription of the wealth management product offered by CMB with an amount of RMB20 million on 15 June 2018
“Board”	the board of Directors
“CMB”	China Merchants Bank
“Company”	Tian Ge Interactive Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Wealth Management Products”

1st CMB Wealth Management Product, 2nd CMB Wealth Management Product, 3rd CMB Wealth Management Product, 4th CMB Wealth Management Product, 5th CMB Wealth Management Product, 6th CMB Wealth Management Product

“%”

per cent

By order of the Board
Tian Ge Interactive Holdings Limited
Fu Zhengjun
Chairman and Chief Executive Officer

Hong Kong, 21 June 2018

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. Mao Chengyu and Ms. Cao Fei; and the independent non-executive Directors are Ms. Yu Bin, Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert.