
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tian Ge Interactive Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Tian Ge Interactive Holdings Limited to be held at Xixi Zhuangyuan, No. 1 FuDi Road, North Gate of Xixi wetland Park (the intersection of Wen'er Xi Road and Hua Jiang Road), Xihu District, Hangzhou, Zhejiang Province, China on Tuesday, 10 February 2015 at 10:30 a.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.tiange.com).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

19 January 2015

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DEFINITIONS

“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of consolidated and restated) of the Cayman Islands;
“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;
“Extraordinary General Meeting” or “EGM”	an extraordinary general meeting of the Company to be held at Xixi Zhuangyuan, No. 1 FuDi Road, North Gate of Xixi wetland Park (the intersection of Wen’er Xi Road and Hua Jiang Road), Xihu District, Hangzhou, Zhejiang Province, China on Tuesday, 10 February 2015 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 8 to 9 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“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;
“Main Board”	the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market and the options market;

DEFINITIONS

“Share(s)”	ordinary shares 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)”	holder(s) of Share(s);
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$3,100,039,776 as at 30 September 2014 based on the unaudited consolidated financial statement of the Company as at that date;
“Special Dividend”	the proposed special dividend of HK\$0.06 per Share as recommended by the Board; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Fu Zhengjun
(Chairman and Chief Executive Officer)
Mr. Mai Shi'en

REGISTERED OFFICE:

Floor 4, Willow House
Cricket Square, P.O. Box 2804
Grand Cayman, KY1-1112
Cayman Islands

Non-executive Directors:

Mr. Mao Chengyu
Mr. Herman Cheng-Chun Yu

HEADQUARTER:

Room 3A09 Sunshine International
Business Center No. 186 South Hushu Road
Hangzhou, PRC

Independent non-executive Directors:

Ms. Yu Bin
Mr. Wu Chak Man
Mr. Chan Wing Yuen Hubert

PRINCIPAL PLACE OF BUSINESS

IN HONG KONG:

36/F, Tower Two
Times Square, 1 Matheson Street
Causeway Bay
Hong Kong

19 January 2015

To the Shareholders

Dear Sir or Madam,

**PAYMENT OF SPECIAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 8 January 2015 in relation to the proposed payment of Special Dividend out of the Share Premium Account.

The purpose of this circular is to provide you with information regarding the proposed payment of Special Dividend out of the Share Premium Account, to enable you to make a decision on whether to vote for or against the resolution in connection with such matters to be proposed at the forthcoming EGM.

LETTER FROM THE BOARD

2. PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Subject to approval of the Shareholders, the Board proposes the declaration and payment of the Special Dividend of HK\$0.06 per Share out of the Share Premium Account.

As at 14 January 2015, the Company has 1,259,401,000 Shares in issue. Based on the number of issued Shares as at 14 January 2015, the Special Dividend, if declared and paid, will amount to an aggregate amount of HK\$75,564,060. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 133 and 134 of the Articles of Association and in accordance with the Cayman Companies Law.

As at 30 September 2014, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account were approximately HK\$3,100,039,776. Following the payment of the Special Dividend, there will be a remaining balance of approximately HK\$3,024,475,716 standing to the credit of the Share Premium Account.

Conditions of the Payment of Special Dividend out of Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Articles 133 and 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about 3 March 2015 to those Shareholders whose names appear on the register of members of the Company at close of business on 17 February 2015, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

Reasons for and effect of the payment of Special Dividend out of Share Premium Account

As the business and operations of the Group have generated positive earnings and cash flow, the Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders’ support.

LETTER FROM THE BOARD

The Company is a holding company and a significant part of the Group's business is carried out through operating subsidiaries of the Company at which level earnings are retained. As such, the Company may not have sufficient retained earnings to pay the Special Dividend at the holding company level. Having taken into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that Special Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles of Association and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Special Dividend will not have any material adverse effect on the financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Closure of register of members

The register of members of the Company will be closed on 17 February 2015, for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 16 February 2015.

3. EGM

A notice dated 19 January 2015 convening the EGM is set out on pages 8 to 9 of this circular, which contains an ordinary resolution to approve the payment of the Special Dividend out of the Share Premium Account as set out in this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.

Completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM and at any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

4. VOTING BY POLL

All the resolutions set out in the notice of the EGM would be decided by poll in accordance with the Listing Rules and the Articles of Association. The Chairman will explain the detailed procedures for conducting a poll at the commencement of the EGM.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/its votes or cast all his/its votes in the same way.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.tiange.com.

5. PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 8 to 9 of this circular.

Pursuant to the Listing Rules and the Company's Articles of Association, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tiange.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

The register of members of the Company will be closed from 6 February 2015 to 10 February 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates 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, not later than 4:30 p.m. on 5 February 2015.

6. RECOMMENDATION

The Directors consider that the proposed declaration of Special Dividend out of Share Premium Account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

7. GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) no Shareholders have material interest in the proposed payment of the Special Dividend and are required to abstain from voting in respect of the resolutions to approve the payment of the Special Dividend; and (iii) there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Tian Ge Interactive Holdings Limited (the “**Company**”) will be held at Xixi Zhuangyuan, No. 1 FuDi Road, North Gate of Xixi wetland Park (the intersection of Wen’er Xi Road and Hua Jiang Road), Xihu District, Hangzhou, Zhejiang Province, China on Tuesday, 10 February 2015 at 10:30 a.m. to consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the declaration and payment of a special dividend of HK\$0.06 per ordinary share out of the share premium account of the Company (the “**Special Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors (the “**Board**”) for determining the entitlements to the Special Dividend be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

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

Hong Kong, 19 January 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the Extraordinary General Meeting 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 and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Extraordinary General Meeting 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.
3. 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 the 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 Extraordinary General Meeting 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 Extraordinary General Meeting and, such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the right to attend and vote at the Extraordinary General Meeting to be held on 10 February 2015, the register of members of the Company will be closed from 6 February 2015 to 10 February 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates 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, not later than 4:30 p.m. on 5 February 2015.
5. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed on 17 February 2015, during which period no transfer of shares will be registered. In order to be eligible to receive the proposed special dividend, all transfer documents accompanied by the relevant share certificates 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, not later than 4:30 p.m. on 16 February 2015.