



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^(Note 1) _____
of^(Note 1) _____
being the holder(s) of^(Note 2) _____ shares of US\$0.0001 each in the capital
of Tian Ge Interactive Holdings Limited (the “Company”) hereby appoint^(Note 3) _____
of^(Note 3) _____
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 Tuesday, 24 November 2020 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 resolutions 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 ^(Note 4)	Against ^(Note 4)
1.	(A) The entering into and performance of the Discretionary Account Agreement I dated March 2, 2020, the Discretionary Account Agreement II dated September 3, 2020 and the Share Subscription Agreement dated September 3, 2020 and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed.		
	(B) Any one director of the Company be and is hereby authorised 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 Discretionary Account Agreements and the Share Subscription Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2020

Signature(s)^(Notes 5 & 6) _____

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 AGM 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 notarially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 2:00 p.m. on 22 November 2020). 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.