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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Literature Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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# 阅文集团

## CHINA LITERATURE LIMITED

### 阅文集团

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 772)**

## PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND PURCHASE SHARES RE-ELECTION OF DIRECTORS RSU MANDATE TO ISSUE SHARES UNDER THE 2020 RESTRICTED SHARE UNIT SCHEME ADOPTION OF THE SHARE OPTION PLAN AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of China Literature Limited to be held at Niccolo Room, Level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong at 3:00 p.m. on Monday, May 24, 2021 is set out on pages 34 to 40 of this circular.

A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://ir.yuewen.com>). Whether or not you are able to attend the annual general meeting, you are requested to complete the 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, at 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting.**

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the Annual General Meeting:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures may, to the extent permitted under applicable laws, be denied entry into the venue of the Annual General Meeting. All attendees are requested to wear surgical face masks at all times at the venue of the Annual General Meeting. **Shareholders are reminded to exercise their voting rights at the Annual General Meeting by appointing the chairman of the Annual General Meeting as proxy to attend and vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.**

April 20, 2021

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all attendees are requested to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees; and
- (iii) no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

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## DEFINITIONS

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

“2020 Restricted Share Unit Scheme”	a restricted share unit scheme of the Company adopted on May 15, 2020
“Administrative Committee”	in the case of the Share Option Plan, the committee comprising of one executive Director from time to time; and in the case of the 2020 Restricted Share Unit Scheme, the committee comprising of any two executive Directors from time to time
“Adoption Date”	the day when the Share Option Plan is approved and adopted by the Shareholders
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Niccolo Room, Level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong at 3:00 p.m. on Monday, May 24, 2021, or any adjournment thereof and notice of which is set out on pages 34 to 40 of this circular
“Articles of Association”	the articles of association of the Company adopted on October 18, 2017 and effective on November 8, 2017, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rule
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Business Partner(s)”	in the case of the Share Option Plan, business partner(s) of any member of the Group or Invested Entity; in the case of the 2020 Restricted Share Unit Scheme, any business partner of the Group including any employment agent
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to purchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the Buy-back Mandate

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## DEFINITIONS

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“Chairman”	the chairman of the Board
“Company”	China Literature Limited (阅文集团), an exempted company incorporated in the Cayman Islands with limited liability on April 22, 2013, whose share are listed on the main board of the Stock Exchange with stock code 772
“Companies Law”	the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	individual(s) or entity(ies) who may be eligible to participate in the Share Option Plan
“Excluded Person”	(i) at the time of the proposed grant of an award, any connected person of the Company other than directors or substantial shareholders of any member of the Group, or (ii) any participant who is resident in a place where the award of the RSUs and/or the vesting and transfer of the Shares underlying the vested RSUs pursuant to the terms of the 2020 Restricted Share Unit Scheme is not permitted under the laws and regulations of such place such that in the view of the Board or the Chairman, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such participant
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant Shareholders’ resolution granting the General Mandate
“Grant Date”	the date of the grant letter in writing for each grant of Options to an Eligible Participant

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## DEFINITIONS

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“Grantee”	the Eligible Participant who accepts or is deemed to have accepted the offer of any Options in accordance with the terms of the Share Option Plan or (where the context so permits) a person entitled to any such Options in consequence of the death of the original Grantee
“Group”	the Company and its subsidiaries and consolidated affiliated entities from time to time
“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
“Invested Entity”	any entity in which any member of the Group holds an equity interest, and shall, for the purpose of the Share Option Plan, exclude any members of the Group
“Junior Grantee(s)”	any Grantee(s) other than a Senior Grantee. In the case of the Share Option Plan, the Junior Grantees (i) include any employee (whether full time or part time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group, other than the Director or the member of the senior management of the Company as included in the latest annual report of the Company published on the website of the Stock Exchange immediately before the Grant Date; and (ii) do not include non-employees
“Latest Practicable Date”	April 14, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“RSU Mandate”	a specific mandate proposed to be granted to the Directors at the Annual General Meeting to issue new Shares that may be issued upon vesting of the RSU awards to be granted pursuant to the 2020 Restricted Share Unit Scheme, and to authorise the Board to allot and issue, procure the transfer of, and otherwise deal with such new Shares pursuant to the vesting of the RSUs that are granted under the 2020 Restricted Share Unit Scheme as and when the RSUs vest and to delegate such power in accordance with the terms of the 2020 Restricted Share Unit Scheme
“RSU(s)”	restricted share unit(s) conferring the grantee a conditional right upon vesting of the award to obtain, as determined by the Board or the Chairman, either a Share or an equivalent value in cash with reference to the market value of a Share on the date on which such Share is sold as determined by the trustee in its absolute discretion, less any tax, fees, levies, stamp duty and other charges applicable
“Senior Grantee(s)”	in the case of the Share Option Plan, the Grantee(s) who is either (i) a Director, (ii) a consultant, adviser or agent of the Group, (iii) a member of the senior management of the Company as included in the latest annual report of the Company published on the website of the Stock Exchange immediately before the Grant Date, (iv) a Business Partner, or (v) an individual or entity that is an employee (whether full time or part time), executives or officers, directors (including executive, non-executive and independent non-executive directors), consultant, adviser or agent of any Invested Entity or any Business Partner; and in the case of the 2020 Restricted Share Unit Scheme, the grantee(s) who is either (i) a Director, or (ii) a member of the senior management of the Company as included in the latest annual report of the Company published on the website of the Stock Exchange immediately before the date of grant
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option(s)” or “Option(s)”	the right to subscribe for a specified number of Shares in issue at the Subscription Price
“Share Option Plan”	the share option plan for Eligible Participants proposed to be conditionally adopted at the Annual General Meeting, a summary of the key terms of which is set out in the Appendix III to this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of Options calculated in accordance with the Share Option Plan
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Tencent”	Tencent Holdings Limited, the controlling Shareholder, a limited liability company organized and existing under the laws of the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange with stock code 700
“%”	per cent.



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## LETTER FROM THE BOARD

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# 阅文集团

## CHINA LITERATURE LIMITED

### 阅文集团

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 772)**

*Executive Directors:*

Mr. Cheng Wu  
Mr. Hou Xiaonan

*Non-Executive Directors:*

Mr. James Gordon Mitchell  
Mr. Wu Wenhui  
Mr. Cao Huayi  
Mr. Cheng Yun Ming Matthew

*Independent Non-Executive Directors:*

Ms. Yu Chor Woon Carol  
Ms. Leung Sau Ting Miranda  
Mr. Liu Junmin

*Registered office:*

The offices of Maples Corporate  
Services Limited  
PO Box 309, Uglan House  
Grand Cayman KY1-1104  
Cayman Islands

*Head office and principal place  
of business in China:*

Block 6, No. 690 Bi Bo Road  
Pudong XinQu  
Shanghai  
People's Republic of China

*Principal place of business  
in Hong Kong:*

Room 1503-04, ICBC Tower  
3 Garden Road  
Central  
Hong Kong

April 20, 2021

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND PURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
RSU MANDATE TO ISSUE SHARES UNDER  
THE 2020 RESTRICTED SHARE UNIT SCHEME  
ADOPTION OF THE SHARE OPTION PLAN  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Buy-back Mandate to purchase Shares; (b) the re-election of the Directors; (c) grant of RSU Mandate to use Shares under the 2020 Restricted Share Unit Scheme; and (d) the adoption of the Share Option Plan.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion are given to the Directors to issue any new Shares when the Directors consider desirable for the Company to do so, approval is sought from the Shareholders at the Annual General Meeting, pursuant to the Listing Rules, for the grant of the General Mandate to the Directors to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the General Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, 1,018,805,679 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 203,761,135 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional number of Shares shall represent up to 10% of the number of issued Shares as at the date of passing the Shareholders' resolutions in relation to the General Mandate and Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

### BUY-BACK MANDATE TO PURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to purchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the Shareholders' resolution in relation to the Buy-back Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, there were 1,018,805,679 Shares in issue. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares are issued or purchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buy back a maximum of 101,880,567 Shares pursuant to the Buy-back Mandate.

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTOR

In accordance with article 16.18 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Hou Xiaonan, Mr. Cao Huayi and Mr. Liu Junmin will retire at the Annual General Meeting and, being eligible, and will offer themselves for re-election as Directors at the Annual General Meeting.

Details of Mr. Hou Xiaonan, Mr. Cao Huayi and Mr. Liu Junmin who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### RSU MANDATE

The 2020 Restricted Share Unit Scheme was adopted by the Company on May 15, 2020. The 2020 Restricted Share Unit Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules. The grant of RSUs to a Director and other connected persons of the Company will be subject to compliance with Chapter 14A of the Listing Rules, including the applicable reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A. For further details of the 2020 Restricted Share Unit Scheme, please refer to the announcement of the Company dated 15 May, 2020, the circular of the Company dated May 29, 2020 and Appendix IV to this circular.

To determine the grantees other than the employees of the Group including the consultants, the Board shall take into account (i) the contribution of such grantee to the growth and development of the Group, and (ii) his/her/its potential value to the Group due to such grantee's expertise, experience or business resources. The purposes of the grant to the grantees who are not the employees of the Group are to provide a means of compensating them through the grant of Options for their contribution to the Company's growth and profits, and to allow such non-employees to participate in such growth and profitability.

As of the Latest Practicable Date, 4,244,069 RSUs have been granted in accordance with the 2020 Restricted Share Unit Scheme. As of the Latest Practicable Date, the Company has not granted any RSUs to non-employees.

As of the Latest Practicable Date, the Company currently has not identified any proposed grantees for the coming 12 months.

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## LETTER FROM THE BOARD

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The Company will disclose in its annual report the following information in respect of the 2020 Restricted Share Unit Scheme:

- (a) the number of RSUs granted under the 2020 Restricted Share Unit Scheme during the year;
- (b) the number of RSUs vested, cancelled or lapsed during the year; and
- (c) the total number of RSUs granted under the 2020 Restricted Share Unit Scheme and the total number of RSUs available for grant in the future.

Pursuant to the terms of the 2020 Restricted Share Unit Scheme, the total number of Shares underlying the 2020 Restricted Share Unit Scheme shall not in aggregate exceed 4.5% of the issued share capital of the Company as of June 30, 2020.

An ordinary resolution numbered 5 will be proposed at the Annual General Meeting to grant to the Directors the RSU Mandate specifying (i) the maximum number of new Shares that may be issued upon vesting of the RSU awards to be granted pursuant to the 2020 Restricted Share Unit Scheme, and (ii) that the Board has the power to allot and issue, procure the transfer of, and otherwise deal with such new Shares pursuant to the vesting of the RSUs that are granted under the 2020 Restricted Share Unit Scheme as and when the RSUs vest and to delegate such power in accordance with the terms of the 2020 Restricted Share Unit Scheme, during the period from the Annual General Meeting at which the RSU Mandate is passed until the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the Company is required by any applicable laws or by the Articles of Association to hold its next annual general meeting; or (c) the date of which such mandate is varied or revoked by an ordinary resolution of the Shareholders in a general meeting. Upon the expiration of the RSU Mandate, the Company currently expects that, the Shareholders' approval will be sought in annual general meetings of the Company on an annual basis to grant a similar mandate to the Directors to facilitate the grant of RSUs under the 2020 Restricted Share Unit Scheme.

As of the June 30, 2020, the number of issued Shares was 1,015,781,716. The maximum number of new Shares which may be issued under the RSU Mandate will be 45,710,177, representing approximately 4.5% of the issued Shares as at the Latest Practicable Date.

### **ADOPTION OF THE SHARE OPTION PLAN**

Reference is made to the announcement of the Company dated March 25, 2021. The Board has resolved to propose the adoption of the Share Option Plan for the approval by the Shareholders and shareholders of Tencent. The purposes of the Share Option Plan are to (i) provide incentives and rewards to the directors, employees, advisors, consultants and business partners of the Group for their contributions to, and continuing efforts to promote the interest of, the Company; (ii) recognize the contributions by the Eligible Participants with an opportunity to acquire a proprietary interest in the Company; (iii) encourage and retain such

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## LETTER FROM THE BOARD

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individuals for the continual operation and development of the Group; (iv) provide additional incentives for them to achieve performance goals; (v) attract suitable personnel for further development of the Group; and (vi) motivate the Eligible Participants to maximize the value of the Company for the benefits of both the Eligible Participants and the Company, with a view to achieving the objectives of increasing the value of the Group and aligning the interests of the Eligible Participants directly to the Shareholders through ownership of Shares. The Share Option Plan will become effective after all the conditions of the Share Option Plan have been fulfilled and shall be valid and effective for a period of ten years commencing on the Adoption Date.

To determine the Grantees other than the employees of the Group including the consultants, the Board shall take into account (i) the contribution of such Grantee to the growth and development of the Group, and (ii) his/her/its potential value to the Group due to such Grantee's expertise, experience or business resources. The purposes of the grant to the Grantees who are not the employees of the Group are to provide a means of compensating them through the grant of Options for their contribution to the Company's growth and profits, and to allow such non-employees to participate in such growth and profitability.

As of the Latest Practicable Date, no proposed Grantees had been identified by the Company, and thus no Options had been granted or agreed or intended to be granted under the Share Option Plan.

As at the Latest Practicable Date, there were in issue an aggregate of 1,018,805,679 Shares. Assuming no further Shares are issued and/or brought back prior to the date of adoption of the Share Option Plan, options to subscribe for a total of 25,470,141 Shares may be granted under the Share Option Plan, representing 2.5 per cent. of the issued share capital as at the date of the adoption of the Share Option Plan. The Company may seek approval by its Shareholders to renew the 2.5% limit on the basis that the total number of shares which may be issued upon exercise of all Options that may be granted under the Share Option Plan and any other option scheme shall not exceed ten per cent. (10%) of the issued share capital of the Company as at the date of approval of the refreshed limit. The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Plan and any other options granted and yet to be exercised under any other option scheme shall not exceed thirty per cent. (30%) of the issued share capital of the Company from time to time.

As the Share Option Plan involves the grant of options, the Share Option Plan must comply with the relevant requirements of Chapter 17 of the Listing Rules. In addition, the grant of the Share Options to a Director or a connected person (as defined in the Listing Rules) of the Company or Tencent (if any) will be subject to compliance with Chapter 14A of the Listing Rules, including the applicable reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A.

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## LETTER FROM THE BOARD

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The Company will disclose in its annual report and interim report the following information in respect of the Share Option Plan:

- (a) particulars of outstanding Options at the beginning and at the end of the financial year/period;
- (b) particulars of Options granted during the financial year/period; and
- (c) the number of Options exercised, cancelled and/or lapsed during the financial year/period.

### **Conditions of the Share Option Plan**

The Share Option Plan shall take effect subject to the following conditions:

- (a) the passing of an ordinary resolution to approve the adoption of the Share Option Plan by shareholders of Tencent in general meeting; and
- (b) the passing of an ordinary resolution to approve the adoption of the Share Option Plan by the Shareholders in general meeting; and
- (c) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any Shares to be issued and allotted pursuant to the exercise of Options granted under the Share Option Plan.

Any alterations to the provisions of the Share Option Plan which are of a material nature (except where alterations take effect automatically under the provisions of the Share Option Plan) must be approved by (i) the Shareholders, and (ii) shareholders of Tencent in general meeting, respectively.

As at the Latest Practicable Date, the Share Option Plan has been approved by the Board. Application will be made to Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the new Shares which may be issued and allotted pursuant to the Share Option Plan.

### **Value of the Options**

The Directors consider that it is not appropriate to state the value of all Options that may be granted pursuant to the Share Option Plan as if they had been granted on the Latest Practicable Date, because the calculation of the value of the Options is based on a number of variables such as the exercise price, exercisable period, interest rate, expected volatility and other relevant variables. As no Options have been granted under the Share Option Plan as at the Latest Practicable Date, certain variables were not available for calculating the value of the Options. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful to the Shareholders.

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## LETTER FROM THE BOARD

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### Key terms of the Share Option Plan

For details of the Share Option Plan, please refer to Appendix III of this circular. Pursuant to the requirements of the Listing Rules, the Share Option Plan is submitted to the general meeting for consideration.

A copy of the rules of the Share Option Plan is available for inspection at Room 1503-04, ICBC Tower, 3 Garden Road, Central, Hong Kong at normal business hours from the date of this circular up to and including the date of the Annual General Meeting, which is a period of not less than 14 days before the date of the Annual General Meeting.

### General information

As at the Latest Practicable Date, the Share Option Plan has not appointed any trustee, accordingly none of the Directors is appointed as trustee of the Share Option Plan or has a direct or indirect interest in any trustee of the Share Option Plan.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 34 to 40 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Buy-back Mandate to purchase Shares, the re-election of the retiring Directors, the RSU Mandate, and the adoption of the Share Option Plan.

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://ir.yuewen.com>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting.**

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## LETTER FROM THE BOARD

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### VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders is required to abstain from voting at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Buy-back Mandate to purchase Shares, the re-election of the retiring Directors, the RSU Mandate, and the adoption of the Share Option Plan are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

By order of the Board

**CHINA LITERATURE LIMITED**

**Mr. James Gordon Mitchell**

*Chairman of the Board and Non-executive Director*



*The following are the particulars of the Director (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

**EXECUTIVE DIRECTOR****Mr. Hou Xiaonan**

**Aged 41**, is an Executive Director and the President of the Company appointed on April 27, 2020. He is a member of the Strategy and Investment Committee of the Company, and also holds directorship in certain subsidiaries of the Company.

Mr. Hou joined the Group on April 27, 2020. He is responsible for the overall strategic planning and business direction of the Company. Mr. Hou has been serving as the vice president of Platform and Content Group of Tencent since November 2018 and currently holds various management positions in Tencent, including Tencent Open Platform, Tencent YingYongBao, Tencent WeStart, Qingteng University and Tencent Content Library. He has extensive and in-depth management experience in product planning and operation, business model innovation, resource integration and ecosystem cooperation. Mr. Hou graduated from Beijing University of Aeronautics and Astronautics in 2003, majoring in computer science, and holds an EMBA degree.

Mr. Hou currently holds positions in the following members of the Group:

- New Classics Media Holdings Limited as a director;
- New Classics Media Hong Kong Limited as a director;
- Yueteng Information Technology (Shanghai) Co., Ltd. as a director and manager;
- Shanghai Yuechao Network Technology Co., Ltd. as a director and manager;
- Shanghai Yewen Information Technology Co., Ltd. as a director;
- Shanghai Hongwen Networking Technology Co., Ltd. as a director and manager;
- Shanghai Xuanting Entertainment Information Technology Co., Ltd. as a manager;
- Shanghai Yuehuo Information Technology Co., Ltd. as an executive director and manager;
- Shanghai Yewen Film and Television Culture Communication Co., Ltd. as a manager;
- Hainan Yewen Information Technology Co., Ltd. as a manager;
- Tianjin Xuanting Information Technology Co., Ltd. as a manager;

- Shanghai Yuejian Information Technology Co., Ltd. as the chairman of the board of directors;
- Shenzhen Yuerong Information Technology Co., Ltd. as an executive director;
- Beijing Hongwenguan Publishing Planning Co., Ltd. as the chairman of the board of directors;
- Yueting Information Technology (Shanghai) Co., Ltd. Beijing Branch as a principal;
- Yueting Information Technology (Tianjin) Co., Ltd. as a manager;
- Yueting Information Technology (Hainan) Co., Ltd. as a vice-chairman of the board of directors;
- Shengyun Information Technology (Tianjin) Co., Ltd. as a director and manager;
- Qisheng Culture Communication (Tianjin) Co., Ltd. as a manager;
- Tianjin Zhongzhi Bowen Book Co., Ltd. as a director and the chairman of the board of director;
- Tianjin Huawei Tianxia Book Co., Ltd. as a director and the chairman of the board of directors;
- New Classics Media Corporation as a director; and
- New Classics (Tianjin) Media Technology Co., Ltd. as a director.

As at the Latest Practicable Date, Mr. Hou Xiaonan was interested in 112,072 Shares, representing approximately 0.01% of the issued share capital of the Company.

**NON-EXECUTIVE DIRECTOR****Mr. Cao Huayi**

**Aged 56**, is a Non-Executive Director appointed on May 17, 2019 and also holds directorship in certain subsidiaries of the Company. He is the founding shareholder of Xinli (Tianjin) Media Technology Limited (“Xinli Media”). He has been the chairman of the board of directors of Xinli Media since 2007 and has served as the general manager of Xinli Media since 2013. Before the establishment of Xinli Media, Mr. Cao Huayi successively served as the general manager of Zhongsheng Chunqiu Film and Television Culture (Beijing) Co., Ltd. (中聖春秋影視文化(北京)有限公司) and the manager of Beijing Jiying Culture Company (北京集英文化公司). From 1986 to 1995, Mr. Cao served as a literary editor of Beijing Huayi Publishing House (北京華藝出版社). He graduated from the Department of Journalism at Fudan University and received a bachelor’s degree of arts from Fudan University.

Mr. Cao currently holds positions in the following members of the Group:

- New Classics Media Holdings Limited as a director;
- New Classics Media Hong Kong Limited as a director;
- New Classics International Media Limited as a director;
- New Classics Media Group Limited as the chairman of the board of directors; and
- Xinli (Tianjin) Media Technology Co., Ltd. as the chairman of the board of directors.

As at the Latest Practicable Date, Mr. Cao Huayi was interested in 40,603,917 Shares, representing approximately 3.99% of the issued share capital of the Company.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

##### **Mr. Liu Junmin**

**Aged 71**, is an Independent Non-executive Director appointed on October 26, 2017. He is a member of the Nomination Committee of the Company. Mr. Liu is responsible to provide independent opinion and judgment to the Board. He is also an independent non-executive director of Chinese People Holdings Company Limited (listed on the Stock Exchange under the stock code: 00681) and Tianjin Faw Xiali Automobile Co., Ltd. (listed on Shenzhen Stock Exchange under the stock code: 000927). He taught in Tianjin University of Finance and Economics, and served as a lecturer from September 1982 to December 1992. He has been teaching in the Department of Economics of Nankai University since December 1992, as an associate professor from December 1993 to December 1998, and as a professor since December 1998. Mr. Liu was an independent non-executive director of China Huarong Asset Management Co., Ltd. (listed on the Stock Exchange under the stock code: 02799) from June 2015 to October 2020. Mr. Liu graduated from Nankai University with a bachelor's degree in economics in July 1982, a master's degree in economics in July 1988, and a doctorate degree in economics in July 1994.

As at the Latest Practicable Date, Mr. Liu did not hold any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the above Directors did not hold any other position with the Company or any other member of the Group, or any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, there is no other matter in relation to the re-election of the above Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 1,018,805,679 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or purchased before the Annual General Meeting, the Company will be allowed to purchase a maximum of 101,880,567 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to purchase its Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or out of a new issuance of shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to buy-back any Shares and they would only exercise the power to buy-back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a purchase of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any purchase of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Tencent is deemed to be interested in 601,126,564 Shares through its controlled corporations under the SFO, representing approximately 59.00% of the issued Shares. 230,705,634 Shares, 292,083,460 Shares and 78,337,470 are held by Qinghai Lake Investment Limited, THL A13 Limited and Tencent Mobility, all being direct/indirect wholly-owned subsidiaries of Tencent Holdings Limited, respectively. In the event that the Directors should exercise in full the Buy-back Mandate, such interests will be increased to approximately 65.56% of the issued Shares.

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to buy-back the Shares to the extent that will trigger the obligations under the Takeovers Code for Tencent Holdings Limited to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to buy-back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE BUY-BACK MADE BY THE COMPANY**

No buy-backs of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices</b> <i>HK\$</i>	<b>Lowest prices</b> <i>HK\$</i>
<b>2020</b>		
April	38.00	29.25
May	51.00	31.90
June	56.00	43.05
July	62.90	48.45
August	55.60	43.85
September	61.15	42.65
October	69.85	57.60
November	67.85	57.70
December	60.70	54.90
<b>2021</b>		
January	81.70	51.15
February	95.75	71.15
March	80.70	60.85
April (up to the Latest Practicable Date)	82.50	74.05

**I. EFFECTIVENESS AND DURATION**

The Share Option Plan shall take effect on the date of the passing of the necessary resolution to adopt the Share Option Plan by the Board and the Shareholders.

The Share Option Plan shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options will be granted under the Share Option Plan, but the provisions of the Share Option Plan shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Plan.

**II. ADMINISTRATION**

The Board shall have the sole and absolute right to, among others, interpret and construe the provisions of the Share Option Plan, determine the Senior Grantees who will be offered Options under the Share Option Plan and the Subscription Price in relation to such Options in accordance with the provisions of the Share Option Plan. The Chairman shall have the sole and absolute right to, among other things, determine the Junior Grantees who will be offered Options under the Share Option Plan and the Subscription Price in relation to such Options in accordance with the provisions of the Share Option Plan.

The Administrative Committee shall be responsible for, among other things, applying to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, any Shares to be issued pursuant to the exercise of Options under the Share Option Plan on the Stock Exchange and approving the draft announcement to be published by the Company in connection with the grant of Options.

**III. ELIGIBILITY AND GRANT OF OPTIONS****(A) Eligibility and making and acceptance of an offer**

The Eligible Participants for the Share Option Plan include (i) any employee (whether full time or part time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group; and (ii) any individual or entity that is either (a) a Business Partner, (b) a consultant, adviser or agent of any member of the Group, any Invested Entity or any Business Partner or (c) an employee (whether full time or part time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any Invested Entity or any Business Partner, who, in the sole opinion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.



The Board (in the case of Senior Grantees) or the Chairman (in the case of Junior Grantees) shall be entitled at any time during the operation of the Share Option Plan, at its/his/her sole and absolute discretion, to make an offer of Options to an Eligible Participant by letter in such form as the Board or the Chairman (as the case may be) may from time to time determine. An amount of RMB1.00 is payable by the Grantee to the Company upon acceptance of the offer of Options within three (3) days after such acceptance or other time as prescribed by the Company, and such remittance shall not be refundable and shall not be deemed to be a part payment of the Subscription Price.

**(B) Grant of Options to Director, chief executive, substantial shareholder, and their respective associates**

Any grant of Options to a connected person (as defined in the Listing Rules) of the Company, or any of its/his/her associates, shall also comply and be approved in accordance with the applicable requirements of the Listing Rules, including but not limited to:

- (i) if Options are granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates, such grant shall be subject to the approval by the independent non-executive Directors (and in the event that the Board offers to grant Options to any independent non-executive Director, the vote of such independent non-executive Director shall not be counted for the purposes of approving such grant); and
- (ii) if Options are granted to a substantial Shareholder or an independent non-executive Director (or any of their respective associates) and that grant would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Plan and any other schemes in the 12-month period up to and including the Grant Date:
  - (a) representing in aggregate over 0.1%, or such other percentage as may from time to time be provided under the Listing Rules, of the Shares in issue on the Grant Date; and
  - (b) having an aggregate value, based on the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Grant Date, in excess of HK\$5 million or such other sum as may from time to time be provided under the Listing Rules,

such grant shall be subject to, in addition to the approval of the independent non-executive Directors, the issue of a circular by the Company to the Shareholders and the approval of the Shareholders in general meeting of the Company by way of a poll convened and held in accordance with the Articles of Association at which all connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in

favour of the resolution concerning the grant of such Options at the general meeting, and/or such other requirements prescribed under the Listing Rules from time to time. Unless provided otherwise in the Listing Rules, the date of the Board meeting at which the Board proposes to grant the proposed Options to that Eligible Participant shall be taken as the Grant Date for the purpose of calculating the Subscription Price.

**(C) Restrictions on the time of grant of Options**

For as long as the Shares are listed on the Stock Exchange, an Option must not be granted after inside information has come to the knowledge of the Company until such inside information has been announced in accordance with the requirements of the Listing Rules. In particular, an Option must not be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement,

For as long as the Shares are listed on the Stock Exchange, where any Option is proposed to be granted to a Director, it shall not be granted on any day on which the financial results of the Company are published and during the period of:

- (i) 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

**IV. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION**

**(A) Scheme Limit**

The total number of Shares which may be issued upon exercise of all Options that may be granted under the Share Option Plan and any other option scheme involving the issue or grant of options over Shares or other securities by the Company or any of its subsidiaries shall not in aggregate exceed 2.5% of the issued share capital of the Company

as of the date of general meeting of the Company approving the adoption of the Share Option Plan (the “Scheme Limit”) unless otherwise permitted by the Listing Rules or the Company obtains the approval of the Shareholders to refresh the Scheme Limit.

**(B) Refreshment of Scheme Limit**

The Company may seek the approval of the Shareholders in general meeting to refresh the Scheme Limit such that the total number of Shares which may be issued upon exercise of all Options that may be granted under the Share Option Plan and any other option scheme/plan involving the issue or grant of options over Shares or other securities by the Company under the limit as refreshed shall not exceed 10% of the issued share capital of the Company as at the date of approval of the refreshed limit.

The Company may seek the approval of the Shareholders in general meeting to grant Options which will result in the number of Shares in respect of all the Options granted under the Share Option Plan and all the options granted under any other option scheme exceeding 10% of the issued share capital of the Company, provided that such Options are granted only to participants specifically identified by the Company before the approval of the Shareholders is sought.

**(C) Maximum number of Shares issued pursuant to Options**

The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Plan and any other options granted and yet to be exercised under any other option scheme shall not exceed 30% of the issued share capital of the Company from time to time.

**(D) Maximum entitlement of each Eligible Participant**

No Option may be granted to any Eligible Participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the Options already granted or to be granted to such Eligible Participant under the Share Option Plan (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the Grant Date of such new grant exceeding 1% in aggregate of the issued share capital of the Company as at the Grant Date of such new grant. Any grant of further Options above this limit shall be subject to the requirements provided under the Listing Rules.

**V. OPTION TERMS AND EXERCISE OF OPTIONS****(A) Subscription Price**

The Subscription Price shall be a price determined by the Board or the Chairman (as the case may be) and notified to any Grantee and will be the highest of:

- (a) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the Grant Date of the relevant Options, which must be a Business Day;
- (b) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five (5) Business Days immediately preceding the Grant Date of the relevant Options; and
- (c) the nominal value per Share on the Grant Date.

**(B) Vesting Schedule and Exercise Period**

The Board or the Chairman (as the case may be) may specify the exercise period and the vesting schedule of the Options in the grant letter. Unless the Options have been withdrawn and cancelled or been forfeited in whole or in part, the Grantee may exercise his rights under the Share Option Plan according to the vesting schedule set out in the relevant Grant Letter. The Option must be exercised no more than 10 years from the Grant Date. There is no minimum period for which an Option must be held before it can be exercised.

**(C) Performance Target**

The Share Option Plan does not provide for any performance target that must be achieved before the Options can be exercised.

**VI. TRANSFERABILITY**

Any Options shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whether legal or beneficial in favour of any third party over or in relation to any Options. Any breach of the foregoing by the Grantee shall entitle the Company to cancel any Options or part thereof granted to such Grantee (to the extent not already exercised) without incurring any liability on the part of the Company.

**VII. LAPSE**

Any Options shall lapse forthwith and not exercisable (to the extent not already exercised), with immediate effect or after such period the Board or the Chairman (as the case may be) may determine, on the earliest of:

- (a) the expiry of the exercise period of the Options;
- (b) subject to the compromise or arrangement (for the purpose of or in connection with reconstruction or amalgamation) becoming effective, the expiry of the exercise period relating to termination of employment of the Grantee or the listing of the Company's subsidiary which employs the Grantee;
- (c) the date on which the Grantee ceases to be an Eligible Participant in accordance with the Share Option Plan;
- (d) the date of the commencement of the voluntary winding-up of the Company;
- (e) the date on which the Board or the Chairman (as the case may be) exercises the Company's right to cancel or forfeit the Options if the Grantee commits any breach of the provisions of paragraph VI above or the confidentiality clause of the Share Option Plan; and
- (f) the date on which the Options are cancelled in accordance with the Share Option Plan.

**VIII. RANKING OF THE SHARES**

No dividends (including distributions made upon the liquidation of the Company) will be payable and no voting rights will be exercisable in relation to any Options that have not been exercised. Shares allotted and issued on the exercise of any Options will be subject to all provisions of the Articles of Association and will rank equally in all respects with the Shares in issue on the date of allotment and issuance. Such Shares will not rank for any rights attaching to Shares by reference to a record date preceding the date of allotment and issuance.

**IX. ADJUSTMENT**

If there is any alteration in the capital structure of the Company while any Options remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), such corresponding alterations (if any) shall be made to:

- (a) the number of Shares (without fractional entitlements) subject to the Options so far as unexercised; and/or

- (b) the Subscription Price; and/or
- (c) the maximum number of Shares for which further Options may be granted under the Share Option Plan.

Except alterations made on a capitalization issue, any alteration to the number of Shares which is the subject of the Options and/or the Subscription Price shall be conditional on the auditors or the independent financial adviser appointed by the Company confirming by the issue of certificate to the Board that the alteration is in their opinion fair and reasonable, is made on the basis that the proportion of the issued share capital of the Company to which a Grantee is entitled after such alteration shall remain the same as that to which he was entitled before such alteration. No such alteration shall be made to the effect which would be to enable any Share to be issued at less than its nominal value (where applicable) or which would result in the aggregate amount payable on the exercise of any Options in full being increased.

#### **X. ALTERATION**

The Share Option Plan may be altered in any respect by resolution of the Board except that certain provisions relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to extend the class of persons eligible for the grant of options or to the advantage of Grantees or prospective Grantees except with the prior approval of the Shareholders in general meeting (with participants and their respective associates abstaining from voting). The amended terms of the Share Option Plan shall comply with the relevant requirements of the Listing Rules (including, without limitation, Chapter 17 of the Listing Rules).

Notwithstanding the foregoing, the Share Option Plan may be amended or altered in any aspect by resolution of the Board without the approval of the Shareholders or the Grantees to the extent such amendment or alteration is required by the Listing Rules and/or any applicable legal or regulatory requirements from time to time.

#### **XI. TERMINATION**

The Board may at any time terminate the operation of the Share Option Plan before the end of its life and in such event no further Options will be offered but (save in the case of termination pursuant to paragraph I above) the provisions of the Share Option Plan shall remain in all other respects in full force and effect in respect of Options granted prior thereto but not yet exercised at the time of termination, which shall continue to be exercisable in accordance with their terms of grant.

**XII. CANCELLATION**

Unless otherwise provided for in the Share Option Plan, any cancellation of Options granted in accordance with the Share Option Plan but not exercised must be approved by the Grantee concerned in writing. In the event that the Board or the Chairman (as the case may be) elects to cancel any Options and issue new ones to the same Grantee, the issue of such new Options may only be made with the available unissued Options (excluding the cancelled Options) within the limit set out in paragraph IV above.

**PURPOSES AND OBJECTIVES**

The purposes of the 2020 Restricted Share Unit Scheme are to (i) recognise the contributions by the participants with an opportunity to acquire a proprietary interest in the Company; (ii) encourage and retain such individuals for the continual operation and development of the Group; (iii) provide additional incentives for them to achieve performance goals; (iv) attract suitable personnel for further development of the Group; and (v) motivate the participants to maximise the value of the Company for the benefits of both the participants and the Company, with a view to achieving the objectives of increasing the value of the Group and aligning the interests of the participants directly to the Shareholders through ownership of Shares.

The participants of the 2020 Restricted Share Unit Scheme include: (i) any employee (whether full time or part time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group, any Invested Entity or any Business Partner; and (ii) any consultant, adviser or agent of any member of the Group, any Invested Entity or any Business Partner who, in the sole opinion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

**EFFECTIVENESS AND DURATION**

The 2020 Restricted Share Unit Scheme shall be valid and effective for a period of ten years commencing on May 15, 2020, after which no awards will be granted, but the provisions of the 2020 Restricted Share Unit Scheme shall in all other respects remain in full force and effect and the awards granted during the term of the 2020 Restricted Share Unit Scheme may continue to be valid in accordance with their respective terms of grant.

**RSU SCHEME LIMIT**

The total number of Shares underlying the 2020 Restricted Share Unit Scheme shall not in aggregate exceed 4.5% of the issued share capital of the Company as of the date of the AGM (“RSU Scheme Limit”). Without prejudice to the foregoing, the total number of Shares underlying the RSUs to be granted under the 2020 Restricted Share Unit Scheme in any financial year will not exceed three per cent. (3%) of the issued Shares as at the beginning of that financial year.

The maximum number of Shares which may be awarded to any one participant under the 2020 Restricted Share Unit Scheme may not exceed one per cent. (1%) of the issued Shares as at the May 15, 2020.



**ADMINISTRATION**

The 2020 Restricted Share Unit Scheme shall be subject to the administration of the Board in accordance with the terms and conditions of the 2020 Restricted Share Unit Scheme, and the Company appointed a trustee to assist with the administration and vesting of RSUs granted pursuant to the 2020 Restricted Share Unit Scheme. The trustee does not exercise any voting rights in respect of any Shares held under the trust or as nominee.

The Board shall have the sole and absolute right to, among others, determine the Senior Grantees who will be granted awards under the 2020 Restricted Share Unit Scheme, the terms and conditions on which awards are granted to Senior Grantees and when the awards granted to Senior Grantees pursuant to the 2020 Restricted Share Unit Scheme may vest. The Chairman shall have the sole and absolute right to, among others, determine the Junior Grantees who will be granted awards under the 2020 Restricted Share Unit Scheme, the terms and conditions on which awards are granted to Junior Grantees and when the awards granted to Junior Grantees pursuant to the 2020 Restricted Share Unit Scheme may vest.

The Administrative Committee may (i) exercise the mandate granted by the Shareholders at general meetings of the Company and direct the Company to allot and issue Shares to the trustee to be held by the trustee to satisfy the RSUs upon vesting; and/or (ii) direct and procure the trustee to receive existing Shares from any Shareholder or purchase existing Shares (either on-market or off-market) to satisfy the RSUs upon vesting.

**VESTING**

Subject to the terms of the 2020 Restricted Share Unit Scheme and the specific terms and conditions applicable to each award, the vesting period shall be determined by the Board or the Chairman (as the case may be).

The RSUs which have vested shall be satisfied within a reasonable period from the vesting date of such RSUs, either by: (a) the Administrative Committee directing and procuring the relevant trustee to transfer the Shares underlying the RSUs; and/or (b) the Administrative Committee directing and procuring the trustee to pay to the grantee in cash an amount which is equivalent to the market value of the Shares.

In the event a general offer for Shares (whether by way of voluntary offer, takeover, scheme of arrangement or otherwise) is made to all holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror), the Board may, prior to or immediately upon the offer becoming or being declared unconditional, determine at its absolute discretion whether any RSU shall vest and the period within which such RSU shall vest. If the Board determines that such RSU shall vest, it shall notify the grantee and the Company that the RSU shall vest and the period within which such RSU shall vest. In the absence of such determination by the Board, the RSUs shall continue to vest in accordance with their respective vesting timetable.

**RESTRICTIONS ON GRANT**

No award may be granted to any participant:

- (a) where the Company has information that must be disclosed under Rule 13.09 of the Listing Rules or where the Company reasonably believes there is inside information which must be disclosed under Part XIVA of the SFO, until such inside information has been published on the websites of the Stock Exchange and the Company;
- (b) after any inside information in relation to the securities of the Company has occurred or has become the subject of a decision, until such inside information has been published;
- (c) within the period commencing 60 days (in the case of annual results), or 30 days (in the case of results for half-year, quarterly or other interim period) immediately preceding the earlier of (i) the date of a meeting of the Board (as such date is first notified to the Stock Exchange) for the approval of the Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish its quarterly, interim or annual results announcement for any such period, and ending on the date of such announcement;
- (d) in any other circumstances where dealings by selected participant (including Directors) are prohibited under the Listing Rules, the SFO or any other applicable law or regulation or where the requisite approval from any applicable regulatory authorities has not been granted;
- (e) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant or in respect of the 2020 Restricted Share Unit Scheme, unless the Board determines otherwise;
- (f) where the grant would result in a breach of any applicable securities laws, rules or regulations by any member of the Group or any of its directors; or
- (g) the grant would result in breach of the RSU Scheme Limit or other rules of the 2020 Restricted Share Unit Scheme.

**TRANSFERABILITY**

Any RSU granted pursuant to the 2020 Restricted Share Unit Scheme shall be personal to the grantee and shall not be assignable or transferable, except that the Administrative Committee may, at its sole and absolute discretion, approve the assignment or transfer from a grantee to a company wholly-owned by him or between two companies both of which are wholly-owned by him, subject to any such terms and conditions the Administrative Committee may consider appropriate.

Notwithstanding the above, no grantee shall in any way sell, transfer, assign, charge, mortgage, encumber, hedge or create any interest in favour of any other person over or in relation to any RSU or any property held by the trustee on trust for the grantees, awards, Shares underlying any awards or RSUs or any interest or benefits therein.

**LAPSE**

The unvested RSUs shall automatically lapse upon the earliest of:

- (a) the date on which the participant ceases to be an eligible participant; or
- (b) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company; or
- (c) the date on which the grantee commits a breach of the restrictions as set out in the paragraph headed “Transferability” above; or
- (d) the date on which the participants are found to be an Excluded Person; or
- (e) the date on which it is no longer possible to satisfy any outstanding conditions to vesting; or
- (f) the Board has decided that the unvested RSUs shall not be vested for the grantee in accordance with the rules of the 2020 Restricted Share Unit Scheme and the terms and conditions as set out in the notice of grant.

**TERMINATION OF THE 2020 RESTRICTED SHARE UNIT SCHEME**

The 2020 Restricted Share Unit Scheme may be terminated at any time prior to the expiry of its term by the Board provided that such termination shall not affect any subsisting rights of any grantee. For the avoidance of doubt, no further awards shall be granted after the 2020 Restricted Share Unit Scheme is terminated but in all other respects the provisions of the 2020 Restricted Share Unit Scheme shall remain in full force and effect. All RSUs granted prior to such termination and not vested on the date of termination shall remain valid.



CHINA LITERATURE LIMITED

阅文集团

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 772)

NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Literature Limited (the “**Company**”) will be held at Niccolo Room, Level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong at 3:00 p.m. on Monday, May 24, 2021. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolution.

Unless otherwise specified, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated April 20, 2021 (the “**Circular**”).

**Ordinary Resolutions**

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2020 and the reports of the directors and auditors thereon.
2. To re-elect Directors and authorise the Board of Directors to fix the Director’s remuneration;
  - (a) To re-elect Mr. Hou Xiaonan as an executive Director;
  - (b) To re-elect Mr. Cao Huayi as a non-executive Director;
  - (c) To re-re-elect Mr. Liu Junmin as an independent non-executive Director;
  - (d) To authorise the Board to fix the remuneration of the directors of the Company.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

**(A) “That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

(a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:–

(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

(b) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “That:

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy-back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be bought-back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company bought-back by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”
5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

“**That:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to grant restricted share unit awards (“**RSUs**”) and to allot and issue, procure the transfer of, and otherwise deal with such new Shares pursuant to the vesting of the RSUs that are granted under the restricted share unit scheme of the Company adopted on May 15, 2020 (“**2020 Restricted Share Unit Scheme**”) as and when the RSUs vest be and is hereby approved;
- (b) the aggregate number of new shares of the Company to be issued under all RSUs granted under the 2020 Restricted Share Unit Scheme pursuant to the approval in paragraph (a) of this resolution shall not exceed 45,710,177 shares of the Company;
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as assigned to it under paragraph (iv) of resolution 4(A) in the notice of this meeting of which this resolution forms a part; and
- (d) the Directors be and are hereby authorized to delegate the power granted under paragraph (a) above.”



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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

“**THAT** the share option plan of the Company be and are hereby approved and any director or the company secretary of the Company be and are hereby authorized to execute such documents and take such actions as they deem appropriate to implement and give effect to such share option plan and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder.”

By order of the Board  
**CHINA LITERATURE LIMITED**  
**Mr. James Gordon Mitchell**

*Chairman of the Board and Non-executive Director*

Hong Kong, April 20, 2021

*Registered office:*

The offices of Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Room 1503-04, ICBC Tower  
3 Garden Road  
Central  
Hong Kong

*Head office and principal place  
of business in China:*

Block 6, No. 690 Bi Bo Road  
Pudong Xinqu  
Shanghai  
People's Republic of China

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (ii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iii) In order to be valid, the completed form of proxy must be 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 certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). 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.
- (iv) The register of members of the Company will be closed from Tuesday, May 18, 2021 to Monday, May 24, 2021, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, May 17, 2021.
- (v) In respect of resolutions numbered 2 above, details of the directors of the Company proposed for re-election are set out in Appendix I to the Circular.
- (vi) In respect of the resolution numbered 4(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to purchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Circular.
- (viii) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.