

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 阅文集团

**CHINA LITERATURE LIMITED**

阅文集团

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

**(Stock Code: 772)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 9, 2021**

**AND**

## **CHANGE OF MEMBER OF BOARD COMMITTEE**

Reference is made to the circular (the “**Circular**”) of China Literature Limited (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of extraordinary general meeting of the Company (the “**EGM**”), dated November 5, 2021. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

At the EGM held on December 9, 2021, all the proposed resolutions as set out in the Notice were taken by poll.

As at the date of the EGM, the total number of issued shares of the Company was 1,022,026,549 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the EGM. Tencent and its associates, namely THL A13 Limited (directly holding 278,085,720 Shares), Qinghai Lake Investment Limited (directly holding 230,705,634 Shares), and Tencent Mobility Limited (directly holding 78,337,470 Shares), were required under the Listing Rules to abstain from voting on the resolution no. 2. As such, Tencent and its associates (holding 587,128,824 Shares in aggregate), which are connected persons of the Company, had abstained from voting in relation to the resolution no. 2.

Save as disclosed above, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the EGM. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the EGM. No party has stated its intention in the Circular that it would vote against any proposed resolution or that it would abstain from voting at the EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	(a) To re-elect Mr. Zou Zhengyu as a non-executive Director.	679,171,131 (97.21%)	19,466,615 (2.79%)
	(b) To authorise the Board to fix the remuneration of the Director of the Company.	698,157,986 (99.98%)	149,760 (0.02%)
2.	To approve the following resolution as an ordinary resolution:  “That:  (a) the 2021 IP Cooperation Framework Agreement, the 2022 Advertisement Cooperation Framework Agreement and the 2022 Online Platform Cooperation Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and are hereby approved, ratified and confirmed;  (b) the proposed annual caps for the continuing connected transactions contemplated under the 2021 IP Cooperation Framework Agreement, the 2022 Advertisement Cooperation Framework Agreement and the 2022 Online Platform Cooperation Framework Agreement as set out in the Circular be and are hereby approved, ratified and confirmed; and  (c) any one executive Director be and is hereby authorized for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the 2021 IP Cooperation Framework Agreement (including the proposed annual caps for the three years ending December 31, 2023), the 2022 Advertisement Cooperation Framework Agreement (including the proposed annual caps for the three years ending December 31, 2024) and the 2022 Online Platform Cooperation Framework Agreement (including the proposed annual caps for the three years ending December 31, 2024).”	142,664,641 (100.00%)	1 (0.00%)

ORDINARY RESOLUTIONS	No. of Votes (%)	
	For	Against
As more than 50% of the valid votes were cast in favour of each of the above resolutions at the EGM, all the above resolutions were duly passed by way of poll as ordinary resolutions of the Company.		

## CHANGE OF MEMBER OF BOARD COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on December 9, 2021, Mr. James Gordon Mitchell, a non-executive Director and Chairman of the Board, has been appointed as a member of the remuneration committee of the Board (the “**Remuneration Committee**”), and Mr. Cheng Wu, an executive Director and Chief Executive Officer, is no longer a member of the Remuneration Committee. The rest of the members of the Remuneration Committee remain unchanged.

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

*Chairman of the Board and Non-executive Director*

Hong Kong, December 9, 2021

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Cheng Wu and Mr. Hou Xiaonan as executive Directors; Mr. James Gordon Mitchell, Mr. Cao Huayi, Mr. Cheng Yun Ming Matthew and Mr. Zou Zhengyu as non-executive Directors; Ms. Yu Chor Woon Carol, Ms. Leung Sau Ting Miranda and Mr. Liu Junmin as independent non-executive Directors.*