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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 RETIRING DIRECTORS
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND THE ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
RSU MANDATE TO ISSUE SHARES UNDER
THE 2020 RESTRICTED SHARE UNIT SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting to be held at Room 1503-04, ICBC Tower, 3 Garden Road, Central, Hong Kong at 3:00 p.m. on Monday, May 23, 2022 is set out on pages 30 to 37 of this circular. Due to the legal restrictions under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G of the laws of Hong Kong) which limit the number of people permitted for group gatherings in public places (including any meeting of shareholders), **Shareholders will not be able to attend the Annual General Meeting physically.**

A proxy form for use at the Annual General Meeting is enclosed with this circular. The proxy form can also be downloaded from websites of the Company and Hong Kong Exchanges and Clearing Limited. Shareholders are encouraged to exercise their rights to appoint the chairman of the Annual General Meeting as their proxy to vote on their behalf by returning the completed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment or postponement thereof).

April 19, 2022

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GUIDANCE FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to participate and vote at the AGM. However, due to the legal restrictions under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Cap. 599F of the laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Cap. 599G of the laws of Hong Kong) (the “**Regulations**”) which have been implemented to deal with the health risks of the COVID-19 pandemic and which limit the number of people permitted for group gatherings in public places (including any meeting of shareholders), **Shareholders will not be able to attend the AGM in person. In compliance with the Regulations in holding the AGM, the Company regrets that it will refuse admission to any Shareholder who arrives at the venue of the AGM and wishes to attend the AGM in person. The Company encourages shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy.**

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the Annual General Meeting.

A Shareholder may submit questions related to the resolutions to be tabled for approval at the Annual General Meeting. Questions can be submitted on or before 3:00 p.m. on Wednesday, May 18, 2022 (Hong Kong time) by email to “ir@yuewen.com”.

VOTE BY APPOINTING THE CHAIRMAN OF THE ANNUAL GENERAL MEETING AS YOUR PROXY

All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by submitting a proxy in advance of the Annual General Meeting. If Shareholders wish to vote on any resolution at the Annual General Meeting, they must appoint the chairman of the Annual General Meeting as their proxy to vote on their behalf in accordance with their instructions by completing and returning the proxy form in accordance with the instruction printed thereon 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 and in any event no less than 48 hours before the time appointed for the holding of the AGM (or any adjournment or postponement thereof).

GUIDANCE FOR THE AGM

APPOINTMENT OF PROXY FOR NON-REGISTERED SHAREHOLDERS

For non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also exercise the voting rights by appointing the chairman of the Annual General Meeting.

ENQUIRIES

If you have any questions relating to the AGM, please contact the Company by email to zhengpeixin@yuewen.com or telephone hotline (+852) 3185 0017 (Monday to Friday, excluding Saturdays, Sundays and Hong Kong public holidays). Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice, and the Company will ensure that the AGM arrangements are in compliance with the Articles of Association. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at <http://ir.yuewen.com> regarding the AGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government, the website of the Company (<http://ir.yuewen.com>) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) for future updates on the AGM arrangements.

DEFINITIONS

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”	the committee comprising of any two executive Directors from time to time
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 1503-04, ICBC Tower, 3 Garden Road, Central, Hong Kong at 3:00 p.m. on Monday, May 23, 2022, or any adjournment thereof and notice of which is set out on pages 30 to 37 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 Partner(s)”	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
“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 Act”	the Companies Act Chapter 22 (Act 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

DEFINITIONS

“Eighth Amended and Restated Memorandum and Articles of Association”	the eighth amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“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
“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
“Junior Grantee(s)”	any Grantee(s) other than a Senior Grantee
“Latest Practicable Date”	April 7, 2022, 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
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company as amended from time to time

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the Memorandum of Association and the Articles of Association, the details of which are set out in Appendix IV to this circular
“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 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)”	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
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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

DEFINITIONS

“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

LETTER FROM THE BOARD



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. Cao Huayi
Mr. Cheng Yun Ming Matthew
Mr. Zou Zhengyu

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, Ugland 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 19, 2022

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND PURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND THE ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
RSU MANDATE TO ISSUE SHARES UNDER
THE 2020 RESTRICTED SHARE UNIT SCHEME
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

LETTER FROM THE BOARD

retiring Directors; (c) amendments to the Memorandum of Association and Articles of Association and adoption of the eighth amended and restated memorandum and articles of association of the Company; and (d) grant of RSU Mandate to use Shares under the 2020 Restricted Share Unit Scheme.

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, 1,022,026,549 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 204,405,309 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 1,022,026,549 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 102,202,654 Shares pursuant to the Buy-back Mandate.

LETTER FROM THE BOARD

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. Cheng Wu, Mr. James Gordon Mitchell and Ms. Yu Chor Woon Carol 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. Cheng Wu, Mr. James Gordon Mitchell and Ms. Yu Chor Woon Carol 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 III 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, 6,122,891 RSUs (including 1,097,356 RSUs, forfeited) 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.

LETTER FROM THE BOARD

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.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY AND THE ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 22, 2022. The Board proposes to (i) make the Proposed Amendments, for the purpose of, among others, reflecting the amendments to Appendix 3 to the Listing Rules with effect from January 1, 2022 and the Companies Act of the Cayman Islands; and (ii) adopt the Eighth Amended and Restated Memorandum and Articles of Association incorporating and consolidating the Proposed Amendments. Details of the Proposed Amendments are set out in Appendix IV to this circular.

LETTER FROM THE BOARD

The Company confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the Eighth Amended and Restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of special resolution at the Annual General Meeting, and a special resolution numbered 6 will be proposed at the Annual General Meeting accordingly.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 30 to 37 of this circular is the notice of the Annual General Meeting at which, inter alia, (i) 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 and the RSU Mandate; and (ii) a special resolution to approve the Proposed Amendments and adopt the Eighth Amended and Restated Memorandum and Articles of Association.

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) and the Company (<http://ir.yuewen.com>). Shareholders are encouraged to exercise your rights to appoint the chairman of the Annual General Meeting as their proxy to vote on your behalf by completing 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.

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.

LETTER FROM THE BOARD

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 to issue Shares, and the Proposed Amendments and the Adoption of the Eighth Amended and Restated Memorandum and Articles of Association are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour 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. Cheng Wu**

Aged 47, is an executive Director and the chief executive officer of the Company appointed on April 27, 2020. He is a chairman of the strategy and investment committee of the Company, and is also a director of certain subsidiaries of the Company.

Mr. Cheng joined the Group on April 27, 2020. He is responsible for the overall strategic planning and business direction of the Company. Mr. Cheng has been serving as a vice president of Tencent since March 2013 and as the chief executive officer of Tencent Pictures and Culture Communication Co., Ltd. (“**Tencent Pictures**”) since September 2015. He is responsible for strategic planning and day-to-day operation of Tencent Pictures, Shenzhen Tencent Animation and Comics Co., Ltd. and Tencent Esports. In addition, he is responsible for the management of Tencent’s Marketing and Public Relations Department. Mr. Cheng is also an executive director and vice chairman of Huayi Tencent Entertainment Company Limited (listed on the Stock Exchange under the stock code: 0419) and a non-executive director of Maoyan Entertainment (listed on the Stock Exchange under the stock code: 01896). Mr. Cheng graduated from Tsinghua University with a Bachelor of Science degree in Physics. He also gained an EMBA from the Olin Business School at Washington University.

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

- Cloudary Corporation as a director;
- Cloudary Holdings Limited as a director;
- China Reading HK as a director;
- New Classics Media Holdings Limited as a director;
- New Classics Media Hong Kong Limited as a director;
- China Reading Co., Ltd. as a director;
- Yueting Information Technology (Shanghai) Co., Ltd. as the chairman of the board of directors;
- Shanghai Yuechao Network Technology Co., Ltd. as a chairman of the board of directors;

- Shanghai Yuewen Information Technology Co., Ltd. as a chairman of the board of directors and general manager;
- Shanghai Hongwen Networking Technology Co., Ltd. as the chairman of the board of directors;
- Shanghai Xuanning Entertainment Information Technology Co., Ltd. as an executive director;
- Shanghai Qiwen Information Technology Co., Ltd. as an executive director and manager;
- Shanghai Yuewen Film and Television Culture Communication Co., Ltd. as an executive director;
- Hainan Yuewen Information Technology Co., Ltd. as an executive director;
- Beijing Yuewen Science and Technology Co., Ltd. as an executive director and manager;
- Tianjin Xuanning Information Technology Co., Ltd. as an executive director;
- Ningbo Yuewen Wenxing Investment Management Co., Ltd. as an executive director;
- Ningbo Xihe Investment Management Co., Ltd. as an executive director;
- Tianjin Yuewen Film and Television Culture Communication Co., Ltd. as an executive director and manager;
- Shengyun Information Technology as the chairman of the board of directors;
- Yueting Information Technology (Tianjin) Co., Ltd. as an executive director;
- Yueting Information Technology (Hainan) Co., Ltd. as the chairman of the board of directors;
- New Classics Media Co., Ltd. as a director; and
- New Classics (Tianjin) Media Technology Co., Ltd. as a director.

As at the Latest Practicable Date, Mr. Cheng Wu was interested in 4,204,400 Shares, representing approximately 0.41% of the issued share capital of the Company.

NON-EXECUTIVE DIRECTOR**Mr. James Gordon Mitchell**

Aged 48, has acted as a non-executive Director and the Chairman of the Board, since June 2017. He is also the chairman of the nomination committee of the Company, a member of the remuneration committee of the Company, and a member of the strategy and investment committee of the Company. Mr. Mitchell serves as senior executive vice president and chief strategy officer of Tencent Holdings (HKEX: 00700), where he has worked since July 2011. He is also a director of certain other listed companies including Frontier Developments Plc (AIM: FDEV), NIO Inc. (NYSE: NIO), Tencent Music Entertainment Group (NYSE: TME), Universal Music Group (EURONEXT: UMG), and of several unlisted companies. Prior to joining Tencent, Mr. Mitchell was a managing director at Goldman Sachs. He is a CFA and received a degree from Oxford University.

As at the Latest Practicable Date, Mr. James Gordon Mitchell was interested in 281,352 Shares, representing approximately 0.03% of the issued share capital of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Ms. Yu Chor Woon Carol**

Aged 59, is an independent non-executive Director appointed on October 26, 2017. She is the chairman of the audit committee, and a member of the remuneration committee and nomination committee of the Company. Ms. Yu is responsible to provide independent opinion and judgment to the Board. She is an independent director of China Distance Education Holdings Limited (listed on the New York Stock Exchange under symbol, NYSE: DL). She held positions including director, company secretary and vice president for finance at Hisense Kelon Electrical Holdings Company Limited (formerly known as Guangdong Kelon Electrical Holdings Company Limited) from December 2000 to January 2002, was the president and chief financial officer of Sohu.com Inc. between March 2004 and July 2016, and has been the chief executive officer of Virtues Holding Limited since February 2017. Ms. Yu received her professional diploma in accountancy from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University).

As at the Latest Practicable Date, Ms. Yu 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 1,022,026,549 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 102,202,654 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 Act, 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 Act, 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, 2021, 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 587,128,824 Shares through its controlled corporations under the SFO, representing approximately 57.45% of the issued Shares. 230,705,634 Shares, 278,085,720 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 63.83% 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:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2021		
April	86.80	72.20
May	87.40	70.30
June	94.80	80.15
July	87.05	69.20
August	74.90	60.60
September	71.30	57.40
October	62.00	53.00
November	60.75	50.80
December	61.20	46.45
2022		
January	55.00	44.30
February	50.00	40.55
March	42.70	23.00
April (up to the Latest Practicable Date)	34.85	31.00

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.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Details of the Proposed Amendments are as follows:

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
		3.6	<p>(Newly added)</p> <p><u>Where the share capital of the Company include shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.</u></p>
7.1	Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.	7.1	Transfers of shares may be effected by an instrument of transfer in the usual common form or in <u>any standard form of transfer as prescribed by the Exchange or</u> such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
12.1	The Company shall hold a general meeting as its annual general meeting in each year <u>other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding</u> annual general meeting <u>or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)</u> . The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	12.1	The Company shall hold a general meeting as its annual general meeting in each <u>financial</u> year <u>(provided that such</u> annual general meeting <u>must be held within six months after the end of each financial year of the Company)</u> . The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
12.11	<p>Where a general meeting is postponed in accordance with Article 12.9 or Article 12.10:</p> <p>(a) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p> <p>(b) <u>notice of the business to be transacted at the reconvened meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the reconvened meeting is the same as that set out in the notice of the original meeting circulated to the members of the Company.</u></p>	12.11	<p>Where a general meeting is postponed in accordance with Article 12.9 or Article 12.10:</p> <p>(a) <u>the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10;</u></p> <p>(b) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p> <p>(c) <u>only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4.</u></p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <u>where a show of hands is allowed</u> , every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in <u>person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner</u> shall have one vote, and, <u>(c)</u> on a poll every member present in <u>such manner</u> shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed <u>to fill a casual vacancy</u> shall hold office only until the <u>next following</u> general meeting of the Company and shall then be eligible for re-election at that meeting. <u>Any Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</u>	16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
16.3	The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies <u>Law</u> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. <u>Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</u>	16.3	The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies <u>Act</u> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.
16.18	At every annual general meeting of the Company 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) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director <u>appointed</u> pursuant to Article 16.2 <u>or Article 16.3</u> shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.	16.19	At every annual general meeting of the Company 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) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director <u>required to stand for re-election</u> pursuant to Article 16.2 shall not be taken into account in determining <u>the number of Directors and</u> which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
22.1	<p>The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given.</p>	22.1	<p>The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed <u>to or imprinted on</u> certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed <u>or on which the seal is imprinted</u> as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to <u>or imprinted on</u> that instrument with the authority of the Directors previously given.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
29.2	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</u> No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <u>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>	29.2	<p>The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u>. No person may be appointed as the, or an, Auditor, unless he is independent of the Company.</p>
		32.1	<p>(Newly added)</p> <p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



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 (the “**Annual General Meeting**”) of China Literature Limited (the “**Company**”) will be held at Room 1503-04, ICBC Tower, 3 Garden Road, Central, Hong Kong at 3:00 p.m. on Monday, May 23, 2022 (or due to any reduced gathering restrictions imposed by law, the Directors may, in their absolute discretion in accordance with the Company’s articles of association, change the place of the Annual General Meeting at the same time and on the same date by way of an announcement without the need to give a new notice of Annual General Meeting) 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 19, 2022 (the “**Circular**”).

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2021 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. Cheng Wu as an executive Director;
 - (b) To re-elect Mr. James Gordon Mitchell as a non-executive Director;
 - (c) To re-elect Ms. Yu Chor Woon Carol 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, 2022.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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

NOTICE OF ANNUAL GENERAL MEETING

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).”

(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.”

NOTICE OF ANNUAL GENERAL MEETING

(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.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

6. “THAT:

- (a) the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix IV to the circular of the Company dated April 19, 2022 be and are hereby approved;
- (b) the eighth amended and restated memorandum of association and articles of association of the Company (the “**Eighth Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum of association and articles of association of the Company with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Eighth Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board

CHINA LITERATURE LIMITED

Mr. James Gordon Mitchell

Chairman of the Board and Non-executive Director

Hong Kong, April 19, 2022

Registered office:

The offices of Maples Corporate Services Limited
PO Box 309, Ugland 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

NOTICE OF ANNUAL GENERAL MEETING

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. As set out in the section headed “Guidance for the AGM” (on pages 1 to 2 of the circular of which this notice forms part), as holders of shares of the Company (“**Shareholders**”) will not be permitted to attend the Annual General Meeting in person, Shareholders are encouraged to exercise your rights to appoint the chairman of the Annual General Meeting as their proxy to vote on your behalf by completing 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.
- (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).
- (iv) The register of members of the Company will be closed from Wednesday, May 18, 2022 to Monday, May 23, 2022, both days inclusive, in order to determine the eligibility of shareholders to vote at 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 Tuesday, May 17, 2022.
- (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.

NOTICE OF ANNUAL GENERAL MEETING

(ix) GUIDANCE FOR THE ANNUAL GENERAL MEETING

The Company will adopt the following guidance at the annual general meeting of the Company (the “AGM”) for public health and safety:

- (a) The AGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the AGM. No other Shareholder, proxy or corporate representative should attend the AGM in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the Annual General Meeting.
- (b) There will be no distribution of gifts and no refreshments will be served at the Annual General Meeting.
- (c) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it must appoint the chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
- (d) A Shareholder may submit questions related to the resolutions to be tabled for approval at the AGM. Questions can be submitted on or before 3:00 p.m. on Wednesday, May 18, 2022 (Hong Kong time) by email to “ir@yuewen.com”.
- (e) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice, and the Company will ensure that the AGM arrangements are in compliance with the Articles of Association. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website (<http://ir.yuewen.com>) regarding the AGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government, the website of the Company and Hong Kong Exchanges and Clearing Limited for future updates on the AGM arrangements.
- (f) If you have any questions relating to the AGM, please contact the Company by email to “zhengpeixin@yuewen.com” or telephone hotline (+852) 3185 0017 (Monday to Friday, excluding Saturdays, Sundays and Hong Kong public holidays).