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CHINA LITERATURE LIMITED

阅文集团

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 772)

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED
REPRESENTATIVE AND PROCESS AGENT
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES
3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED REPRESENTATIVE AND
PROCESS AGENT**

The board (the “**Board**”) of directors (the “**Directors**”) of China Literature Limited (the “**Company**”) hereby announces that the Board has been informed that Ms. Cheng Pui Yan (“**Ms. Cheng**”) has tendered her resignation as (i) a joint company secretary of the Company (the “**Joint Company Secretary**”); (ii) an authorized representative of the Company (the “**Authorized Representative**”) pursuant to Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (iii) an authorized representative of the Company to accept service of process and notices on behalf of the Company in Hong Kong as required under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) due to the change of her job with effect from May 31, 2023.

Ms. Cheng has confirmed that she does not have any disagreement with the Board and there are no other matters in relation to her resignation to act in the above positions of the Company that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Following the resignation of Ms. Cheng, the Board further announces that Mr. Au Wai Keung (“**Mr. Au**”), who possesses the qualifications required under Rule 3.28 of the Listing Rules, has been appointed as a Joint Company Secretary, the Authorized Representative and the Process Agent with effect from May 31, 2023. Ms. Xu Lan (“**Ms. Xu**”) will remain as another Joint Company Secretary.

The biographical details of Ms. Xu and Mr. Au are set out as follows:

Ms. Xu has served as a vice president of the Company and the head of the legal affairs department of the Company since June 2020. Ms. Xu has over 17 years of experience in legal profession and corporate governance. Prior to joining the Company in June 2020, Ms. Xu served as rule of law program officer of the U.S. Consulate General Shanghai from January 2004 to May 2005, an attorney in the Shanghai office of Jones Day from May 2005 to November 2011, a lawyer in the Shanghai office of White & Case from November 2011 to June 2020 and has served as its partner since January 2016 up to June 2020. During her terms of office in Jones Day and White & Case, Ms. Xu was deeply involved in many significant capital markets projects and regulatory matters of listed companies' compliance. Ms. Xu was admitted as a member of New York State Bar Association in April 2005 and qualified as a lawyer in the PRC in September 2002. Ms. Xu obtained her master's degree in law from New York University School of Law in May 2003.

Mr. Au has over 10 years of experience in company secretarial practice and accounting. Mr. Au is a fellow of The Hong Kong Institute of Certified Public Accountants and a fellow of The Institute of Chartered Accountants in England and Wales, and received a bachelor's degree of Social Science from The Chinese University of Hong Kong in 1993 and a master's degree in Business Administration from the City University of Hong Kong in 1999. Mr. Au is a director of Arion & Associates Limited (亞利安會計事務所有限公司), a corporate secretarial and accounting services provider in Hong Kong, and now also serves as the company secretary of Xin Point Holdings Limited (stock code: 1571), Honworld Group Limited (stock code: 2226) and China Digital Video Holdings Limited (stock code: 8280).

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the waiver (the "**Waiver**") granted to the Company by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Ms. Xu to act as a Joint Company Secretary for a period of three years from the date of appointment of Ms. Xu (i.e. December 9, 2020) to December 9, 2023 (the "**Waiver Period**") on, among others, the condition that Ms. Xu would be assisted by Ms. Cheng, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period. Details of the Waiver were disclosed in the announcement of the Company dated December 9, 2020.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Cheng, the Company has applied to the Stock Exchange for and the Stock Exchange has granted a revised waiver (the “**Revised Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (i.e. from May 31, 2023 to December 9, 2023) (the “**Remaining Waiver Period**”) in relation to the eligibility of Ms. Xu to act as a Joint Company Secretary, on the conditions that:

- (i) Ms. Xu will be assisted by Mr. Au during the Remaining Waiver Period; and
- (ii) the Revised Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

The Revised Waiver will be revoked immediately if and when Mr. Au ceases to be the Joint Company Secretary. Before the end of the Remaining Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Xu, having had the benefit of Mr. Au’s assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Cheng for her contribution to the Company during her tenure of service and welcome Mr. Au on his new appointment.

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

Chairman of the Board and Non-executive Director

Hong Kong, May 31, 2023

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