



CHINA LITERATURE LIMITED

阅文集团

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 772)

Form of proxy for the Annual General Meeting to be held on Monday, June 3, 2024

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of
USD0.0001 each in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or^(Note 3)

of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at Niccolo Room, Level 25, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong on Monday, June 3, 2024 at 2:30 p.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "Director(s)") and the auditors of the Company for the year ended December 31, 2023.		
2.	(A) To re-elect Mr. Hou Xiaonan as an executive Director;		
	(B) To re-elect Mr. Huang Yan as an executive Director;		
	(C) To re-elect Ms. Yu Chor Woon Carol as an independent non-executive Director;		
	(D) To re-elect Mr. Liu Junmin as an independent non-executive Director;		
	(E) To authorise the Board to fix the remuneration of the Directors.		
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, 2024.		
4.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company.		
	(B) To give a general mandate to the Directors to buy back shares in the Company not exceeding 10% of the total number of issued shares of the Company.		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with new shares by the total number of shares bought-back by the Company.		
5.	To grant a scheme mandate to the Directors to issue a maximum of 101,523,841 shares of the Company underlying all options and awards to be granted under the share schemes of the Company, representing approximately 10% of the number of issued Shares as at the date of passing of the Shareholders' resolutions in relation to the amendments to the current Share Schemes.		
6.	To approve the following resolutions as ordinary resolutions: "That: (A) the 2025 Advertisement Cooperation Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the circular of the Company dated May 8, 2024 (the "Circular"), be and are hereby approved, ratified and confirmed; (B) the proposed annual caps for the continuing connected transactions contemplated under the 2025 Advertisement Cooperation Framework Agreement as set out in the Circular be and are hereby approved, ratified and confirmed; and (C) any one executive Director be and is hereby authorized for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the 2025 Advertisement Cooperation Framework Agreement (including the proposed annual caps for the three years ending December 31, 2027).		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the memorandum of association and articles of association of the Company and to adopt the ninth amended and restated memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2024

Signed^(Note 6) _____

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
 - If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
 - IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment of a resolution put to the Meeting.
 - The description of the Resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
 - Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
 - To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
 - This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
 - In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
 - On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his/her name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
 - Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- The supply of your Personal Data to the Company and/or the Company's branch share registrar is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Company's branch share registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.