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**CHINA LITERATURE LIMITED**

**阅文集团**

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

**(Stock Code: 772)**

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 3, 2024**

Reference is made to the circular (the “**Circular**”) of China Literature Limited (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”), dated May 8, 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE AGM**

At the AGM held on June 3, 2024, all the proposed resolutions as set out in the Notice were taken by poll.

As at the date of the AGM, the total number of issued shares of the Company was 1,025,912,861 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

Tencent and its associates, namely THL A13 Limited (directly holding 268,600,500 Shares), Qinghai Lake Investment Limited (directly holding 230,705,634 Shares), and Tencent Mobility Limited (directly holding 78,337,470 Shares) were required under the Listing Rules to abstain from voting on the resolution numbered 6. As such, Tencent and its associates (holding 577,643,604 Shares in aggregate), which are connected persons of the Company, abstained from voting in relation to the resolution numbered 6 at the AGM.

Save as disclosed above, there were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No party has stated its intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Shareholders may refer to the Notice and the Circular dated May 8, 2024 issued to the Shareholders for details of the following resolutions. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and the auditors of the Company for the year ended December 31, 2023.	721,035,011 (99.926973%)	526,938 (0.073027%)
2.	(A) To re-elect Mr. Hou Xiaonan as an executive Director;	720,209,282 (99.812536%)	1,352,667 (0.187464%)
	(B) To re-elect Mr. Huang Yan as an executive Director;	717,881,095 (99.489877%)	3,680,854 (0.510123%)
	(C) To re-elect Ms. Yu Chor Woon Carol as an independent non-executive Director;	695,235,899 (96.351519%)	26,326,050 (3.648481%)
	(D) To re-elect Mr. Liu Junmin as an independent non-executive Director;	699,078,108 (96.884004%)	22,483,841 (3.115996%)
	(E) To authorise the Board to fix the remuneration of the Directors.	721,198,519 (99.949633%)	363,430 (0.050367%)
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.	720,368,917 (99.834660%)	1,193,032 (0.165340%)
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.	613,842,438 (85.071343%)	107,719,511 (14.928657%)
	(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.	721,231,949 (99.954266%)	330,000 (0.045734%)
	(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.	614,446,604 (85.155073%)	107,115,345 (14.844927%)
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.	656,659,764 (91.005320%)	64,902,185 (8.994680%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
6.	<p>To approve the following resolutions as ordinary resolutions:</p> <p><b>“That:</b></p> <p>(A) the 2025 Advertisement Cooperation Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and are hereby approved, ratified and confirmed;</p> <p>(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</p> <p>(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).</p>	163,616,245 (98.612213%)	2,302,600 (1.387787%)

**As more than 50% of the valid votes were cast in favour of each of the above resolutions at the AGM, all the above resolutions were duly passed by way of poll as ordinary resolutions of the Company.**

SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
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.	721,561,549 (99.999972%)	200 (0.000028%)

**As more than 75% of the valid votes were cast in favour of the above resolution at the AGM, the above resolution was duly passed by way of poll as a special resolution of the Company.**

## **ATTENDANCE OF THE DIRECTORS**

All the Directors attended the AGM in person or by means of electronic communication.

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

*Chairman of the Board and Non-executive Director*

Hong Kong, June 3, 2024

*As at the date of this announcement, the board of directors of the Company comprises Mr. Hou Xiaonan and Mr. Huang Yan as Executive Directors; Mr. James Gordon Mitchell, Mr. Cao Huayi 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.*