



# CHINA LITERATURE LIMITED

阅文集团

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 772)

## Form of proxy for the Extraordinary General Meeting to be held on October 19, 2018

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of USD0.0001 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and any adjournment thereof) of the said Company to be held at Salon 1-4, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Friday, October 19, 2018 at 9:30 a.m. (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Extraordinary 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 <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1	To approve the following resolution as an ordinary resolution: <b>“That:</b> (a) the Share Purchase Agreement (including the Control Agreements to be entered into before Completion of the Acquisition) and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed; (b) any one executive Director (if execution under the common seal of the Company or by deed is required, two executive Directors or one executive Director and the Secretary of the Company) be and are 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 y him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the Share Purchase Agreement and the Control Agreements; (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in 153,936,541 shares of the Company (“ <b>Consideration Shares</b> ”) at the issue price of HK\$80.00 per Consideration Shares (the “ <b>Issue Price</b> ”), the directors of the Company be and are hereby granted a Specific Mandate (as defined in this circular) to allot and issue the Consideration Shares at the Issue Price pursuant to the terms and conditions of the Share Purchase Agreement and the articles of association of the Company, provided that this Specific Mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the directors of the Company prior to the passing of this resolution.”		
2	To approve the following resolution as an ordinary resolution: <b>“That:</b> (a) the Distribution Framework Agreement and the transactions contemplated thereunder, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed; (b) the proposed annual caps for the continuing connected transactions contemplated under the Distribution Framework Agreement for the three years ending December 31, 2020 as set out in the Circular be and are hereby approved, ratified and confirmed; and (c) any one executive Director (if execution under the common seal of the Company or by deed is required, two executive Directors or one executive Director and the Secretary of the Company) be and are 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 y him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the Distribution Framework Agreement (including the proposed annual caps thereunder for the three years ending December 31, 2020).”		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signed <sup>(Note 6)</sup> \_\_\_\_\_

### 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 Extraordinary General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE EXTRAORDINARY 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 INITIALLED 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 votes at his discretion. Your proxy will also be entitled to vote at his 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 Extraordinary 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 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, Wanchai, 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 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 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.