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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 MAY 17, 2019
AND
CHANGE OF DIRECTORS AND MEMBERS OF BOARD COMMITTEE**

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 April 9, 2019. 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 May 17, 2019, 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 1,022,554,246 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 were required under the Listing Rules to abstain from voting on the resolution no. 5. As such, Tencent and its associates (holding 577,643,604 shares), which are connected persons of the Company, had abstained from voting in relation to resolution no. 5.

Save as disclosed above, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No party has stated its intention in the Circular that it would vote against any proposed resolution or that it would abstain from voting 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. 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 adopt the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the reports of the directors and auditors thereon.	792,057,958 (99.998737%)	10,000 (0.001263%)
2.	(a) To re-elect Mr. Liu Junmin as an independent non-executive Director.	791,066,120 (99.873130%)	1,004,898 (0.126870%)
	(b) To elect Mr. Cao Huayi as a non-executive Director.	791,823,578 (99.968760%)	247,440 (0.031240%)
	(c) To elect Ms. Chen Fei as a non-executive Director.	791,732,533 (99.957291%)	338,285 (0.042709%)
	(d) To authorise the Board to fix the remuneration of the Directors.	792,050,953 (99.997570%)	19,250 (0.002430%)
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, 2019.	791,942,018 (99.983764%)	128,600 (0.016236%)
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.	764,533,544 (96.660037%)	26,417,473 (3.339963%)
	(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.	792,060,617 (99.998687%)	10,400 (0.001313%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares bought-back by the Company.	764,461,548 (96.650959%)	26,489,270 (3.349041%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
5.	To approve, ratify and confirm the 2019 Online Platform Cooperation Framework Agreement, the 2019 IP Cooperation Framework Agreement and the Advertisement Cooperation Framework Agreement (the “ Agreements ”), the transactions contemplated thereunder and the proposed annual caps, and to authorise any one executive Director to execute 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 Agreements.	236,416,683 (99.995432%)	10,800 (0.004568%)

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.

In furtherance to passing of the resolution no. 5, as disclosed in the Circular, the Company has entered into a supplemental agreement with Tencent Computer dated May 17, 2019 to reflect the annual caps in respect of the audio and comics works not operated by the Group under the 2019 IP Cooperation Framework Agreement. Please refer to the Circular for further details on the annual caps under the 2019 IP Cooperation Framework Agreement.

CHANGE OF DIRECTORS AND MEMBERS OF BOARD COMMITTEE

As disclosed in the Circular, Ms. Li Ming (“**Ms. Li**”) and Mr. Yang Xiang Dong (“**Mr. Yang**”) have retired from office as non-executive Directors upon conclusion of the AGM. Mr. Yang has also ceased to be a member of the audit committee of the Board (“**Audit Committee**”). Ms. Li and Mr. Yang confirmed that they have no disagreement with the Board during their respective terms of office, and that there is no other matter relating to their retirement that need to be brought to the attention of the Shareholders.

As the resolutions in respect of appointing Mr. Cao Huayi (“**Mr. Cao**”) and Ms. Chen Fei (“**Ms. Chen**”) as non-executive Directors were duly passed by Shareholders at the AGM, the Board is pleased to announce that Mr. Cao and Ms. Chen have been

appointed as non-executive Directors for a term of three years commencing from May 17, 2019. Please see below the biographical details of Mr. Cao and Ms. Chen:

Mr. Cao Huayi

Aged 54, is the founding shareholder of Xinli (Tianjin) Media Technology Limited (“**Xinli Media**”). He has been the chairman of Xinli Media since 2007 and has served as the general manager of Xinli Media since 2013. Before the establishment of Xinli Media, Mr. Cao Huayi successively served as the general manager of Zhongsheng Chunqiu Film and Television Culture (Beijing) Co., Ltd. (中聖春秋影視文化(北京)有限公司) and the manager of Beijing Jiying Culture Company (北京集英文化公司). From 1986 to 1995, Mr. Cao served as a literary editor of Beijing Huayi Publishing House (北京華藝出版社). He graduated from the Department of Journalism at Fudan University and received a bachelor’s degree of arts from Fudan University. Mr. Cao is also a director of various subsidiaries of the Company.

As at the date of this announcement, Mr. Cao was interested in 49,466,634 Shares, representing approximately 4.84% of the issued share capital of the Company under Part XV of the SFO.

Mr. Cao will not receive any director’s fee or any other emoluments.

Ms. Chen Fei

Aged 41, served as group HR director in Tencent Group since July 25, 2011, served as general manager of licensing division in Tencent Interactive Entertainment Group since March 1, 2018 and concurrently served as general manager of Tencent Pictures under Platform & Content Group since October. Prior to joining in Tencent Group, Ms. Chen Fei served as HR director of global product and marketing system and director of supply chain management department under logistics system in ZTE Corporation. Litong, one of the registered shareholders of the PRC Holdcos, was owned by Ms. Chen as to 25%. She has obtained bachelor’s degree in economics from Wuhan University of Technology and master’s degree in management from Shanghai Jiao Tong University.

As at the date of this announcement, Ms. Chen was interested in 86,599 shares of Tencent, representing approximately 0.00% of the issued share capital of Tencent under Part XV of the SFO and comprising (i) 21,774 shares of Tencent, (ii) 23,455 shares underlying Tencent in respect of the awarded shares granted to Ms. Chen under share award schemes of Tencent, and (iii) 41,370 shares underlying Tencent in respect of the options granted to Ms. Chen under share option schemes of Tencent.

Ms. Chen will not receive any director’s fee or any other emoluments.

Save as disclosed above, as at the date of this announcement, neither Mr. Cao nor Ms. Chen (i) has 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; (ii) has any relationship with any Director, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules); or (iii) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Hong Kong Laws).

Save as disclosed above, there is no other matter in relation to the election of Mr. Cao or Ms. Chen that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Cao or Ms. Chen which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Following the retirement of Mr. Yang, the Board announces that Mr. Lin Haifeng has been appointed as a member of the Audit Committee with effect from 17 May 2019.

The Board would like to express its gratitude to Ms. Li and Mr. Yang for their valuable contributions to the Group during his tenure of office and also the Board wishes to express its warm welcome to Mr. Cao and Ms. Chen for joining the Board.

By order of the Board
CHINA LITERATURE LIMITED
Mr. James Gordon Mitchell
Chairman of the Board and Non-executive Director

Hong Kong, May 17, 2019

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wu Wenhui and Mr. Liang Xiaodong as executive Directors; Mr. James Gordon Mitchell, Mr. Lin Haifeng, Mr. Cao Huayi and Ms. Chen Fei as non-executive Directors; Ms. Yu Chor Woon Carol, Ms. Leung Sau Ting Miranda and Mr. Liu Junmin as independent non-executive Directors.