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# 阅文集团

**CHINA LITERATURE LIMITED**

阅文集团

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

**(Stock Code: 772)**

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

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

The board of directors (the “**Board**”) of China Literature Limited (the “**Company**”) has been informed that Ms. Lai Siu Kuen (“**Ms. Lai**”) who is a joint company secretary of the Company (the “**Joint Company Secretary**”), has tendered her resignation as (i) the Joint Company Secretary; (ii) an authorized representative of the Company 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**”) (the “**Authorized Representative**”); 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 work arrangements with effect from December 9, 2020.

Ms. Lai 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.

**APPOINTMENTS OF JOINT COMPANY SECRETARIES, AUTHORISED  
REPRESENTATIVE AND PROCESS AGENT**

Following the resignation of Ms. Lai to act as a Joint Company Secretary, the Board is pleased to announce that (i) Ms. Xu Lan (“**Ms. Xu**”) has been appointed as a Joint Company Secretary, and (ii) Ms. Cheng Pui Yan (“**Ms. Cheng**”) has been appointed as a Joint Company Secretary, the Authorized Representative and the Process Agent with effect from December 9, 2020.

Pursuant to Rule 8.17 of the Listing Rules, an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, an issuer must appoint a company secretary who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary.

Ms. Xu does not currently possess the qualifications of a company secretary as required by Rule 3.28 of the Listing Rules. Taking into account Ms. Xu's legal profession, responsibilities as senior management of the Company and her understanding of the business operation and corporate governance of the Company, the Board believes that it is in the best interests of the Company and the corporate governance of the Company to appoint Ms. Xu as a Joint Company Secretary. The Company has made an application to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the "**Waiver**") for a period of three years from the date of the appointment of Ms. Xu as a Joint Company Secretary (the "**Waiver Period**"), on the conditions that: (i) Ms. Xu will be assisted by Ms. Cheng, the other Joint Company Secretary, during the Waiver Period; (ii) waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Stock Exchange expects that after the end of the Waiver Period, the Company shall demonstrate and seek the Stock Exchange's confirmation that Ms. Xu, having had the benefit of Ms. Cheng's assistance during the 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; and (iii) the Company will announce the reasons, conditions and details of the Waiver and the qualification and experience of both Ms. Xu and Ms. Cheng.

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

Ms. Xu Lan, 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 15 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.

Ms. Cheng Pui Yan, joined the Company in October 2018, is an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom, and has over 13 years' experience in company secretarial practice. Ms. Cheng obtained her master's degree in corporate governance from The Open University of Hong Kong in November 2018.

The Board would like to thank Ms. Lai for her contribution during her tenure of office and express its welcome to Ms. Xu and Ms. Cheng on their new appointments.

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

Hong Kong, December 9, 2020

*As at the date of this announcement, the Board comprises Mr. Cheng Wu and Mr. Hou Xiaonan as executive Directors; Mr. James Gordon Mitchell, Mr. Wu Wenhui, Mr. Cao Huayi and Mr. Cheng Yun Ming Matthew as non-executive Directors; Ms. Yu Chor Woon Carol, Ms. Leung Sau Ting Miranda and Mr. Liu Junmin as independent non-executive Directors.*