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鳳凰衛視

PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED

鳳凰衛視控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Phoenix Satellite Television Holdings Limited (the “Company”) will be held at 8/F., One Harbourfront, 18-22 Tak Fung Street, Hungghom, Kowloon, Hong Kong on 26 June 2003 at 3:00 p.m. for the following purposes:

1. to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the New Star Services Agreement (as defined in the circular to the shareholders of the Company dated 10 June 2003 (the “Circular”)), a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, details of which are set out in the Circular and the transactions contemplated therein and the Proposed Annual Caps for the New Star Services Agreement as defined and set out in the Circular, be and are hereby approved, confirmed and/or ratified, subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular, and any Director of the Company (the “Director”) be and is hereby authorized to take such action, do such things and execute such further documents or deeds as the Director may, in his opinion, deem necessary or desirable for the purpose of implementing such agreement.”

2. to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the ATV Bundle Distribution Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification, details of which are set out in the Circular and the transactions contemplated therein and the Proposed Annual Cap for the ATV Bundle Distribution Agreement as defined and set out in the Circular, be and are hereby approved, confirmed and/or ratified, subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular, and any Director be and is hereby

authorized to take such action, do such things and execute such further documents or deeds as the Director may, in his opinion, deem necessary or desirable for the purpose of implementing such agreement.”

3. to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the ATV Programme Licensing Agreement (as defined in the Circular), a copy of which has been produced to this meeting marked “C” and signed by the Chairman of this meeting for the purpose of identification, details of which are set out in the Circular and the transactions contemplated therein and the Proposed Annual Cap for the ATV Programme Licensing Agreement as defined and set out in the Circular, be and are hereby approved, confirmed and/or ratified, subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular, and any Director be and is hereby authorized to take such action, do such things and execute such further documents or deeds as the Director may, in his opinion, deem necessary or desirable for the purpose of implementing such agreement.”

4. to review the transactions contemplated in the STAR Movies Agreement (as defined in the Circular), to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the Proposed Annual Cap for the STAR Movies Agreement (as defined in the Circular) be and are hereby approved, subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular.”

By Order of the Board
Yeung Ka Keung
Company Secretary

Hong Kong, 10 June 2003

Notes:

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A proxy need not be a member of the Company but must attend the meeting in person.
- (2) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, is requested to be deposited at the Company’s principal place of business in Hong Kong at 9/F, One Harbourfront, 18-22 Tak Fung Street, Hunghom, Kowloon, Hong Kong, in accordance with the instructions printed thereon by not later than 48 hours before the time of the meeting or any adjournment thereof, whether or not they intend to be present at the meeting. The completion and returning of the form of proxy will not preclude the Shareholders from attending and voting in person should they so wish.

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