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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)

(Stock Code: 8002)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 23 MARCH 2007**

The board of Directors is pleased to announce that the ordinary resolutions as set out in the notice of EGM dated 27 February 2007 and contained in the Circular relating to the Contract and the re-election of Directors were duly passed by the Independent Shareholders and the Shareholders respectively by way of poll at the EGM held on 23 March 2007.

Reference is made to the circular of Phoenix Satellite Television Holdings Limited dated 27 February 2007 (the "Circular"). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as in the Circular.

POLL RESULTS OF THE EGM

The board of Directors is pleased to announce that the ordinary resolutions as set out in the notice of EGM dated 27 February 2007 and contained in the Circular relating to the Contract and the re-election of Directors were duly passed by the Independent Shareholders and the Shareholders respectively by way of poll at the EGM held on 23 March 2007. Details of the poll results are listed below:

Ordinary Resolutions	Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
	For	Against	
1. To approve, ratify and confirm the Contract and all transaction contemplated thereunder.	3,083,839,703 (100%)	0 (0%)	3,083,839,703 (100%)
2. To authorize the Directors to do all things and execute all documents to give effect to the Contract and all transaction contemplated thereunder.	3,083,839,703 (100%)	0 (0%)	3,083,839,703 (100%)
3. To re-elect Mr. Wang Jiyan as executive Director and to authorize the board of Directors to fix his remuneration.	4,066,839,703 (100%)	0 (0%)	4,066,839,703 (100%)
4. To re-elect Mr. Lu Xiangdong as non-executive Director and to authorize the board of Directors to fix his remuneration.	4,066,839,703 (100%)	0 (0%)	4,066,839,703 (100%)
5. To re-elect Mr. Gao Nianshu as non-executive Director and to authorize the board of Directors to fix his remuneration.	4,066,839,703 (100%)	0 (0%)	4,066,839,703 (100%)
6. To re-elect Mr. Paul Francis Aiello as non-executive Director and to authorize the board of Directors to fix his remuneration.	4,066,839,703 (100%)	0 (0%)	4,066,839,703 (100%)
7. To re-elect Mr. Gong Jianzhong as non-executive Director and to authorize the board of Directors to fix his remuneration.	4,066,839,703 (100%)	0 (0%)	4,066,839,703 (100%)

As more than 50% of the votes were cast in favour of the above resolutions, the above resolutions were duly passed as ordinary resolutions.

Notes:

1. As at the date of the EGM, the total number of issued shares of the Company (“Shares”) was 4,943,604,000.
2. Extra Step Investments Limited, the substantial shareholder of the Company, which was interested in 983,000,000 Shares has abstained from voting on the ordinary resolutions nos. (1) and (2) relating to the Contract at the EGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions nos. (1) and (2) at the EGM was 3,960,604,000 Shares.
3. There was no Share entitling the Shareholders to attend and vote only against the ordinary resolutions at the EGM.
4. Hong Kong Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed as scrutineer at the EGM for the purpose of vote-taking.

By Order of the Board
Liu Changle
Chairman

Hong Kong, 23 March 2007

The announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: – (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date of this announcement, the executive directors of the Company are Mr. Liu Changle, Mr. Chui Keung and Mr. Wang Jiyan, the non-executive directors of the Company are Mr. Lu Xiangdong, Mr. Gao Nianshu, Mr. Paul Francis Aiello, Mr. Lau Yu Leung, John and Mr. Gong Jianzhong, and the independent non-executive directors of the Company are Dr. Lo Ka Shui, Mr. Leung Hok Lim and Mr. Thaddeus Thomas Beczak.

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