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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: 02008)

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 Nos. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Wednesday, 23 December 2009 at 3 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions, which will be proposed as ordinary resolutions of the Company:–

1. **“THAT:**

- (a) the conditional contract (a copy of which marked “A” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between 神州電視有限公司 (Shenzhou Television Company Limited) (“Shenzhou”) and 中港傳媒有限公司 (CNHK Media Limited) dated 19 November 2009 (the “2010 Contract”) in relation to the purchase of advertising airtime at and/or sponsoring programmes being broadcasted on the Phoenix Chinese Channel and the Phoenix InfoNews Channel for the period from 1 January 2010 to 31 December 2010 (details of which are set out in the circular of the Company dated 4 December 2009 to its shareholders, a copy of which marked “B” has been produced to the meeting and signed by the Chairman for the purpose of identification) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed, and the entering into of the 2010 Contract and all other agreements, deeds and any other documents in relation thereto by Shenzhou and/or the Company be approved, ratified and confirmed; and
- (b) the directors of the Company (the “Directors”) be and are hereby authorized to do all such things and execute all such documents as they in their absolute discretion deem fit or appropriate to give effect to the 2010 Contract and the implementation of all transactions contemplated thereunder.”

2. “To re-elect Mr. CHEUNG Chun On, Daniel as non-executive Director and to authorize the board of Directors to fix his remuneration.”
3. “To re-elect Mr. Jan KOEPPEN as non-executive Director and to authorize the board of Directors to fix his remuneration.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 4 December 2009

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business:

Nos. 2-6 Dai King Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or the adjourned meeting as the case may be).
3. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders present at the meeting personally or by proxy, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of joint holding.
4. The register of members of the Company will be closed from Monday, 21 December 2009 to Wednesday, 23 December 2009, both days inclusive, during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18 December 2009.
5. A form of proxy for use at the meeting is enclosed.

As at the date of this announcement, the board of Directors comprises Mr. LIU Changle (Chairman), Mr. CHUI Keung and Mr. WANG Ji Yan as the Executive Directors; Mr. LU Xiangdong, Mr. GAO Nianshu, Mr. Jan KOEPPEN, Mr. CHEUNG Chun On, Daniel and Mr. GONG Jianzhong as the Non-executive Directors; Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK as the Independent Non-executive Directors. Ms. Ella Betsy WONG is the Alternate Director to Mr. Jan KOEPPEN and Dr. GAO Jack Qunyao is the Alternate Director to Mr. CHEUNG Chun On, Daniel.