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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 (the “**Meeting**”) of Phoenix Satellite Television Holdings Limited (the “**Company**”) will be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Thursday, 5 June 2014 at 4:00 p.m. (or so soon thereafter as the annual general meeting of the Company convened on the same day and at the same place at 3:00 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution, which will be proposed as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT** conditional upon the approval of the shareholders of Phoenix New Media Limited (“**PNM**”), the existing scheme mandate limit in respect of the granting of options to subscribe for class A ordinary shares of PNM (the “**PNM Shares**”) under the share option scheme of the PNM adopted by the Company on 20 June 2008 (the “**PNM Share Option Scheme**”) be refreshed and renewed provided that the total number of PNM Shares which may be allotted and issued pursuant to the grant or exercise of options under the PNM Share Option Scheme and all other share option schemes of PNM (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the PNM Shares in issue as at the date of passing of this resolution (the “**Refreshed Limit**”), the directors (the “**Directors**”) of the Company be and are hereby authorized to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the Refreshed Limit, and the directors of PNM be and are

hereby authorized to execute all such documents and take all such steps as they may deem necessary, desirable or expedient for PNM to grant options under the PNM Share Option Scheme up to the Refreshed Limit and to exercise all the powers of PNM to allot, issue and deal with the PNM Shares pursuant to the exercise of such options.”

By Order of the Board  
**Yeung Ka Keung**  
*Company Secretary*

Hong Kong, 13 May 2014

*Registered Office:*

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

*Principal Place of Business:*

No. 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 17M 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). Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be).
3. Where there are joint holders of any share (“**Share**”) of the Company, 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 Tuesday, 3 June 2014 to Thursday, 5 June 2014, both dates inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with 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, 30 May 2014.
5. A form of proxy for use at the meeting is enclosed.
6. Shareholders of the Company are advised to read the circular of the Company dated 13 May 2014 which contains information concerning the ordinary resolution to be proposed in this notice.
7. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the Meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolutions at the Meeting.

*As at the date of this announcement, the board of directors of the Company comprises:*

***Executive Directors***

*Mr. LIU Changle (Chairman) (also an alternate director to Mr. CHUI Keung), Mr. CHUI Keung (also an alternate director to Mr. LIU Changle) and Mr. WANG Ji Yan (also an alternate director to Mr. LIU Changle and Mr. CHUI Keung)*

***Non-executive Directors***

*Mr. SHA Yuejia, Mr. GAO Nianshu, Mr. GONG Jianzhong and Mr. SUN Yanjun*

***Independent Non-executive Directors***

*Dr. LO Ka Shui, Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK and Mr. FANG Fenglei*

***Alternate Director***

*Mr. LAU Wai Kei, Ricky (alternate director to Mr. SUN Yanjun)*