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鳳凰衛視

PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED

鳳凰衛視投資(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02008)

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**EGM**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) will be held on Monday, 17 December 2018, at 3:00 p.m. (or any adjourned meeting thereof) at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the provision of website portal, value-added telecommunications, promotional and ancillary services by and to Phoenix New Media Limited and its subsidiaries (the “**PNM Group**”) to and by China Mobile Communications Group Co., Ltd. and its associates (the “**CMCC Group**”) (“**New Media CCT**”), as defined and more particularly described in the Company’s circular to its shareholders dated 23 November 2018 (the “**Circular**”) for the three years from 1 January 2019 to 31 December 2021 be and are hereby approved;
- (ii) the proposed annual cap amounts for the New Media CCT for each of the three years ending 31 December 2019, 2020 and 2021, as set out in the Circular, be and are hereby approved; and
- (iii) any one director of the Company or any other person authorised by the directors of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.”

2. “THAT:

- (i) the proposed appointment of Mr. JIAN Qin as a non-executive director of the Company be and is hereby approved; and
- (ii) the board of directors of the Company be and is hereby authorised to determine his remuneration, and to do all such acts and things to give effect to or in connection with this resolution.”

SPECIAL RESOLUTION

3. “THAT:

- (i) the proposed amendments to the memorandum and articles of association of the Company as set out in the circular of the Company dated 23 November 2018 be and are hereby approved; and
- (ii) the memorandum and articles of association in the form produced to the meeting and signed by the chairman of the meeting for identification purposes be and are hereby adopted as the amended and restated memorandum and articles of association in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.”

By Order of the Board
Phoenix Media Investment (Holdings) Limited
YEUNG Ka Keung
Company Secretary

Hong Kong, 23 November 2018

Registered Office:

Cricket Square
Hutchins Square
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).
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 be 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 12 December 2018 to 17 December 2018, both days 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 11 December 2018.
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 23 November 2018 which contains information concerning the resolutions 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 resolutions at the meeting.
8. The memorandum and articles of association of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the amended and restated memorandum and articles as referred to in the proposed special resolution no. 3 above is a translation for reference only. Should there be any discrepancy, the English version will prevail.

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. JIAN Qin, Mr. XIA Bing, Mr. GONG Jianzhong and Mr. SUN Yanjun

Independent Non-executive Directors

Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK, Mr. FANG Fenglei and Mr. HE Di

Alternate Director

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