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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 2019 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 second extraordinary general meeting (the “**EGM**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) will be held on Tuesday, 22 October 2019, at 3:00 p.m. 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, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

1. (i) the entering into of the supplemental agreement dated 23 July 2019 (the “**Supplemental Agreement**”) between Phoenix New Media Limited (“**PNM**”) and Run Liang Tai Management Limited (the “**Purchaser**”) with respect to the share purchase agreement dated 22 March 2019 between PNM and the Purchaser in respect of the transfer of certain equity interest in Particle Inc. and the transfer of certain equity interest in Beijing Yidianwangju Technology Co. Ltd.* (北京一點網聚科技有限公司), pursuant to which the parties conditionally agreed to carry out the terms and conditions under the Supplemental Agreement, and all the transactions contemplated thereunder and incidental thereto (for the avoidance of doubt, it shall exclude the issuance of the additional shares by Particle Inc. under the employee share option scheme of Particle Inc.) be and are hereby approved, confirmed and ratified; and
- (ii) any director of the Company (the “**Director**”) or any other person authorized by the Directors be and is hereby generally and unconditionally authorized 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. (i) the proposed appointment of Mr. ZHANG Dong as a non-executive Director be and is hereby approved; and
(ii) the board of Directors (the “**Board**”) be and is hereby authorized to determine his remuneration, and to do all such acts and things to give effect to or in connection with this resolution.
3. (i) the proposed appointment of Mr. SUN Qiang Chang as a non-executive Director be and is hereby approved; and
(ii) the Board be and is hereby authorized to determine his remuneration, and to do all such acts and things to give effect to or in connection with this resolution.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 4 October 2019

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 Thursday, 17 October 2019, to Tuesday, 22 October 2019, 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 certificate(s) 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 Wednesday, 16 October 2019.
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 4 October 2019 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.

** for identification purpose only*

As at the date of this notice, 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. ZHANG Dong, Mr. GONG Jianzhong and Mr. SUN Qiang Chang

Independent Non-executive Directors

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

In the case of any inconsistency between the Chinese version and the English version of this notice, the English version shall prevail.