



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 / 03 / 2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Phoenix Media Investment (Holdings) Limited

Date Submitted 09 / 04 / 2018

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>02008</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.1</u>	<u>HK\$1,000,000,000</u>
Increase/(decrease)	<u>0</u>		<u>HK\$0</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.1</u>	<u>HK\$1,000,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**HK\$1,000,000,000**



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note</i> <i>1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note</i> <i>1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note</i> <i>1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note</i> <i>1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u> _____ _____ _____						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ ( / / )					
2. _____ _____ _____						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ ( / / )					
3. _____ _____ _____						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ ( / / )					
4. _____ _____ _____						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ ( / / )					
				Total C. (Ordinary shares) (Preference shares) (Other class)	<u>N/A</u> <u>N/A</u> <u>N/A</u>	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A ( / / ) shares (Note 1)		
2. ( / / ) shares (Note 1)		
3. ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	<u>N/A</u>	
(Preference shares)	<u>N/A</u>	
(Other class)	<u>N/A</u>	

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	<p>N/A</p> <p>N/A</p>
6.	Repurchase of shares	<p>Class of shares repurchased (Note 1) <u>Ordinary shares</u></p> <p>Cancellation date : (dd/mm/yyyy)</p> <p>Repurchased (yet to be cancelled) date: (dd/mm/yyyy)</p> <p>AGM approval date: (dd/mm/yyyy)</p>	<p>N/A</p> <p>N/A</p>
7.	Redemption of shares	<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	<p>N/A</p> <p>N/A</p>
8.	Consideration issue At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	<p>N/A</p> <p>N/A</p>



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
Total E. (Ordinary shares)		<u>N/A</u>	
(Preference shares)		<u>N/A</u>	
(Other class)		<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<b>0</b>
	(2)	<b>N/A</b>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<b>N/A</b>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<b>N/A</b>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

\* On 21 March 2017, 91,694,000 share options to subscribe for the ordinary shares of HK\$0.10 each in the share capital of the Company were granted under the 2017 Share Option Scheme, subject to the acceptance of the grantees by agreeing to surrender and cancel their same number of existing options under the 2009 Share Option Scheme. The said share options became vested in full and exercisable on 21 March 2018. During the one year non-vesting period since the date of grant, 2,190,000 share options were lapsed and cancelled due to (1) non-acceptance within the acceptance period or (2) non-response within the acceptance period, which was deemed to be rejection by the grantees; 1,570,000 share options granted to grantees were lapsed and cancelled when they ceased their employment with the Company and/or its subsidiaries. As at 31 March 2018, the number of new shares of the Company which may be issued is 87,934,000.

Submitted by: Yeung Ka Keung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.