
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Phoenix Satellite Television Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 19 June 2009 at 3:00 p.m. is set out on pages 16 to 21 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

28 April 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held to approve the proposed general mandates to issue Shares and to repurchase Shares, the proposed re-election of Directors, the proposed amendments to the Articles of Association as well as other matters on 19 June 2009 |
| “Annual Report 2008” | the audited consolidated financial statements and the reports of the Directors and independent auditor for the year ended 31 December 2008 |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
| “Board” | the board of Directors |
| “Company” | Phoenix Satellite Television Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange |
| “Directors” | the directors of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Issue Mandate” | has the meaning ascribed to such term in the section headed “General Mandates” in the Letter from the Board in this circular |
| “Latest Practicable Date” | 21 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Repurchase Mandate” | has the meaning ascribed to such term in the section headed “General Mandates” in the Letter from the Board in this circular |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |

DEFINITIONS

| | |
|------------------|---|
| “Shares” | ordinary shares of HK\$0.10 each in the issued share capital of the Company |
| “Shareholders” | holders of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “Today’s Asia” | Today’s Asia Limited, a company holding 37.42% interest in the Company as at the Latest Practicable Date, with 93.3% and 6.7% of its issued share capital beneficially owned by Mr. LIU Changle, the Chairman of the Company and Mr. CHAN Wing Kee respectively |
| “%” | per cent. |

LETTER FROM THE BOARD



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)

Executive Directors:

LIU Changle (*Chairman*)
CHUI Keung
WANG Ji Yan

Non-executive Directors:

LU Xiangdong
GAO Nianshu
Paul Francis AIELLO
LAU Yu Leung John
GONG Jianzhong

Independent Non-executive Directors:

LO Ka Shui
LEUNG Hok Lim
Thaddeus Thomas BECZAK

Alternate Director:

GAO Jack Qunyao

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

28 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the general mandates to allot, issue and deal with additional Shares and to repurchase Shares; (2) the re-election of Directors; and (3) the amendments to the Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 20 June 2008, the then Shareholders passed resolutions granting general mandates to the Directors to allot, issue and deal with and repurchase Shares respectively. These general mandates will lapse at the conclusion of the AGM. Resolutions will therefore be proposed at the AGM to be held at No. 2-6, Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on 19 June 2009 to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to give the Directors a general and unconditional mandate to allot, issue and deal with additional securities of the Company (including, inter alia, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "Issue Mandate");
- an ordinary resolution to give the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "Repurchase Mandate"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers to allot, issue and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the Articles of Association and for compliance with the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules, Mr. WANG Ji Yan (executive Director), Mr. LU Xiangdong (non-executive Director), Mr. GAO Nianshu (non-executive Director), Mr. Paul Francis AIELLO (non-executive Director) and Mr. GONG Jianzhong (non-executive Director) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM. Particulars of each of the retiring Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In light of the recent amendments to the Listing Rules, the Directors propose to amend the Articles of Association in respect of the minimum notice periods for convening annual general meetings and extraordinary general meetings. The proposed amendments to the Articles of Association are set out below:

- (A) Add the following new definition:-

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (B) The existing definition of “ordinary resolution” states that:

“a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days’ Notice has been duly given.”

It is proposed that the existing definition of ordinary resolution be replaced as follows:

“a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”

LETTER FROM THE BOARD

The existing definition of “special resolution” states that:

“a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) clear days’ Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’ Notice has been given;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

It is proposed that the existing definition of special resolution be replaced as follows:

“a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

(C) The existing Article 59(1) of the Articles of Association provides that:–

“59.(1) An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days’ Notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days’ Notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

LETTER FROM THE BOARD

It is proposed that the existing Article 59(1) of the Articles of Association be replaced as follows:-

- “59.(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 16 to 21 of this circular. At the AGM, in addition to the ordinary businesses of the meeting, resolutions nos. 5 to 7 will be proposed to approve the general mandates for the issue and repurchase of Shares as special businesses. Resolution no. 8 will be proposed to approve the proposed amendments to the Articles of Association.

A copy of the Annual Report 2008 has been despatched to all the Shareholders on 28 April 2009.

A form of proxy for the AGM is also enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the branch share registrar of the Company, Hong Kong Registrars Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to above are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY OF DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

Yours faithfully,
On behalf of the Board
Phoenix Satellite Television Holdings Limited
LIU Changle
Chairman

This is the explanatory statement required by the Listing Rules to be given to all the Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 4,954,412,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, could result in up to 495,441,200 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the Annual Report 2008) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company and the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Today's Asia which is a substantial shareholder of the Company, was interested in 1,854,000,000 Shares representing approximately 37.42% of the issued share capital of the Company. Subject to the granting of a waiver from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission, any increase in shareholdings in the Company which is outside the 2% creeper as specified in Rule 26.1 of the Takeovers Code will give rise to an obligation to make a mandatory offer for the Company under Rule 26 of the Takeovers Code. In the event that the Directors should exercise in full the power to repurchase Shares under the Repurchase Mandate (if so approved), the shareholdings of Today's Asia in the Company would be increased to approximately 41.58% of the issued share capital of the Company. If so, this may give rise to an obligation on Today's Asia to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in any takeover obligation.

Assuming that none of the outstanding share options of the Company is exercised and no further issue or allotment of Shares between the Latest Practicable Date and the date of a repurchase, the exercise of the Repurchase Mandate in whole or in part might result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

| | Highest <i>(HK\$)</i> | Lowest <i>(HK\$)</i> |
|---|---------------------------------|--------------------------------|
| 2008 | | |
| April | 1.16 | 1.00 |
| May | 1.35 | 1.13 |
| June | 1.31 | 1.08 |
| July | 1.17 | 1.01 |
| August | 1.13 | 0.99 |
| September | 1.03 | 0.71 |
| October | 0.93 | 0.52 |
| November | 0.69 | 0.58 |
| December | 0.74 | 0.65 |
| 2009 | | |
| January | 0.78 | 0.69 |
| February | 0.78 | 0.69 |
| March | 0.76 | 0.65 |
| April (up to the Latest Practicable Date) | 0.95 | 0.72 |

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. WANG Ji Yan, aged 60, has been an executive Director since 2006. He is also a director of certain of the Company's subsidiaries. Mr. WANG joined Phoenix Satellite Television Company Limited in March 1996 and is currently the executive vice president of Phoenix Satellite Television Company Limited and the Company and Head of the Phoenix Chinese Channel. Mr. WANG taught in Beijing Broadcasting Institute (now known as the Communication University of China) for more than twenty years. Mr. WANG is one of the leading television programme producers in China and participated in the direction and production of a number of television programmes in early years. His television programme productions have won numerous domestic and overseas awards. Mr. WANG is also a scholar in the television industry and has been the panelist of various international television festivals. He is also a renowned media educator and has a professor title. During the two decades of teaching in the Beijing Broadcasting Institute, he was the head of the television department for over ten years and was the deputy dean of the Beijing Broadcasting Institute for six years.

Save as disclosed above, Mr. WANG has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. WANG did not hold any other directorships in any listed public companies in the last three years and does not have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. WANG was interested in share options granted by the Company for 3,990,000 underlying Shares representing approximately 0.08% of the issued share capital of the Company. Save as disclosed above, Mr. WANG is not interested in any Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. WANG. Mr. WANG is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association and the retirement requirements under the Code on Corporate Governance Practices of the Listing Rules. Mr. WANG will not receive any director's emolument.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. WANG as executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. WANG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. LU Xiangdong, aged 48, has been a non-executive Director since 2006. He is currently a director of China Mobile (Hong Kong) Group Limited. Mr. LU is also the executive director and vice president of China Mobile Limited. Mr. LU has also been holding the post of vice president of China Mobile Communications Corporation since April 2000. Mr. LU is also a director of China Mobile Communication Co., Ltd. and chairman of Aspire Holdings Limited. He previously served as the director general of the Fujian Wireless Telecommunications Administration and the deputy director general of the Mobile Telecommunications Bureau of the Ministry of Posts and Telecommunications. Mr. LU graduated from the Academy of Posts and Telecommunications of the Ministry of Posts and Telecommunications with a Master's degree in wireless communications in 1985 and received a doctoral degree in Economics from Peking University in 2004. He has nearly 26 years of management experience in the telecommunications industry.

Save as disclosed above, Mr. LU has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. LU did not hold any other directorships in any listed public companies in the last three years and does not have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. LU did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. LU. Mr. LU is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association and the retirement requirements under the Code on Corporate Governance Practices of the Listing Rules. Mr. LU will not receive any director's emolument.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. LU as non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. LU that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. GAO Nianshu, aged 45, has been a non-executive Director since 2006. He is also a director of Phoenix Satellite Television Company Limited. Mr. GAO is currently the deputy general manager of data service department of China Mobile Communications Corporation. Mr. GAO previously served as assistant to president of Beijing Mobile Communication Company Limited, deputy general manager and general manager of business supporting system department and deputy general manager of marketing department of Beijing Mobile Communication Company Limited. Mr. GAO graduated from Jilin University and received a Master's degree in engineering from Institute of Computing Technology, Chinese Academy of Science and an EMBA degree from Peking University. Mr. GAO has many years of experience in the telecommunications industry.

Save as disclosed above, Mr. GAO has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. GAO did not hold any other directorships in any listed public companies in the last three years and does not have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. GAO did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. GAO. Mr. GAO is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association and the retirement requirements under the Code on Corporate Governance Practices of the Listing Rules. Mr. GAO will not receive any director's emolument.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. GAO as non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. GAO that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Paul Francis AIELLO, aged 44, has been a non-executive Director since 2006. He joined Star Group Limited as president in July 2006 and became chief executive officer of Star Group Limited in March 2007.

Prior to joining Star Group Limited, Mr. AIELLO worked for Morgan Stanley for more than nine years. He joined Morgan Stanley as vice president in 1997 and subsequently advanced his career to executive director, mergers and acquisitions of Asia Pacific; chief operating officer of Asia Pacific investment banking and finally, managing director and head of telecom, media and technology group, Asia Pacific in 2000. Before joining Morgan Stanley, Mr. AIELLO was vice president, mergers and acquisitions, investment banking department of CS First Boston Limited, Hong Kong. He has also worked as a senior consultant, Central and East European Telecom Group of the World Bank, Washington, DC and was the assistant to the chief financial officer at the Beijing Jeep Corp, Beijing, China. Mr. AIELLO has a Ph. D. degree in Economics from the University of Cambridge and a B.A. degree in Economics and International Relations from the University of Notre Dame, Indiana.

Save as disclosed above, Mr. AIELLO has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. AIELLO did not hold any other directorships in any listed public companies in the last three years and does not have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. AIELLO did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. AIELLO. Mr. AIELLO is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association and the retirement requirements under the Code on Corporate Governance Practices of the Listing Rules. Mr. AIELLO will not receive any director's emolument.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. AIELLO as non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. AIELLO that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Mr. GONG Jianzhong, aged 46, has been a non-executive Director since 2007. He is currently a director of certain of the Company's subsidiaries. Mr. GONG is a non-executive director and vice-chairman of the board of directors of Jilin Qifeng Chemical Fiber Co., Ltd. He is also a director and vice-chairman of the board of directors of Shanghai Airlines Co., Ltd. In addition, Mr. GONG is a director and chief executive officer of Bank of China Group Investment Limited ("BOCGI") and a director of a number of companies controlled by BOCGI or in which BOCGI has an interest. From 2002 to 2005, Mr. GONG was an alternate director and deputy chief executive officer of BOCGI. From 2001-2007, Mr. GONG was a non-executive director of China Merchants China Direct Investments Limited. Mr. GONG has over 16 years of experience in banking, administration and management. He graduated from Dongbei University of Finance and Economics in the PRC in April 1991 with a master degree in economics.

Save as disclosed above, Mr. GONG has not previously held and is not holding any other position with the Group. Save as disclosed above, Mr. GONG did not hold any other directorships in any listed public companies in the last three years and does not have any other major appointments and professional qualifications. Save as disclosed above, he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. GONG did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. GONG. Mr. GONG is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the provision of the Articles of Association and the retirement requirements under the Code on Corporate Governance Practices of the Listing Rules. Mr. GONG will not receive any director's emolument.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. GONG as non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. GONG that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general 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 Friday, 19 June 2009 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and independent auditor for the year ended 31 December 2008;
2. To declare a final dividend of HK\$0.019 per share for the year ended 31 December 2008;
3. (A) To re-elect Mr. WANG Ji Yan as executive Director and to authorise the board of Directors (the “Board”) to fix his remuneration;
(B) To re-elect Mr. LU Xiangdong as non-executive Director and to authorise the Board to fix his remuneration;
(C) To re-elect Mr. GAO Nianshu as non-executive Director and to authorise the Board to fix his remuneration;
(D) To re-elect Mr. Paul Francis AIELLO as non-executive Director and to authorise the Board to fix his remuneration;
(E) To re-elect Mr. GONG Jianzhong as non-executive Director and to authorise the Board to fix his remuneration;
4. To re-appoint the auditor of the Company and to authorise the Board to fix their remuneration;

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5. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution, the Board be and is hereby granted an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (D) of this resolution) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) or securities convertible or exchangeable into Shares, and to make or grant offers, agreements, options, warrants or similar rights in respect thereof;
- (B) the mandate referred to in paragraph (A) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Board pursuant to the mandate referred to in paragraph (A) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of the subscription rights under options granted under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to subscribe for Shares; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval in paragraph (A) shall be limited accordingly;

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, or an offer of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

6. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) of this resolution, the exercise by the Board of all the powers of the Company during the Relevant Period to repurchase Shares be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (A) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (C) the expression “Relevant Period” shall for the purpose of this resolution have the same meaning as assigned to it under ordinary resolution 5(D) of this notice.”

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7. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in this notice, of which this resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to and in accordance with the mandate granted under resolution no. 5 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under resolution no. 6, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

8. To consider as special business, and if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the existing articles of association of the Company be and are amended in the following manner:

- (A) By inserting the following immediately after the definition of “Board” or “Directors” in Article 2(1) of the articles of association of the Company:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (B) By deleting the existing definition of “Ordinary resolution” in Article 2(1) of the articles of association of the Company in its entirety and substituting therefor the following:

““ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”

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- (C) By deleting the existing definition of “Special Resolution” in Article 2(1) of the articles of association of the Company in its entirety and substituting therefor the following:

““special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

- (D) By deleting the existing Article 59(1) of the articles of association of the Company in its entirety and substituting therefor the following new Article 59(1):

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 28 April 2009

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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 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, 15 June 2009 to Friday, 19 June 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 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, 12 June 2009.
5. A form of proxy for use at the meeting is enclosed.