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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)**

**APPOINTMENT AND RESIGNATION OF  
NON-EXECUTIVE DIRECTORS**

**AND**

**ALTERNATE DIRECTORS**

**AND**

**AUDIT COMMITTEE AND REMUNERATION COMMITTEE MEMBERS**

**APPOINTMENT OF DIRECTORS**

The board of directors (the “Board”) of Phoenix Satellite Television Holdings Limited (the “Company”) is pleased to announce that Mr. Jan KOEPPEN (“MR. KOEPPEN”) has been appointed as a non-executive director of the Company and Ms. Ella Betsy WONG (“Ms. WONG”) has been appointed as an alternate director to Mr. KOEPPEN with effect from 30 November 2009.

**Mr. Jan KOEPPEN**, aged 38, is chief operating officer, Europe & Asia, News Corporation. Mr. KOEPPEN works across News Corporation’s businesses in the Europe and Asia region, including television, outdoor advertising, newspapers and related digital assets. He is responsible for finance, corporate development and operational improvement. News Corporation is the ultimate holding company of Xing Kong Chuan Mei Group Co., Limited, a substantial shareholder of the Company.

Mr. KOEPPEN joined News Corporation’s Europe & Asia operations in April 2009. Prior to joining News Corporation’s Europe & Asia operations, Mr. KOEPPEN was a partner and managing director of The Boston Consulting Group (“BCG”) and the world wide co-lead of BCG’s media practice. During his 15-year career at BCG, Mr. KOEPPEN was based out of London, Madrid and Munich and worked on media issues relating to pay television, broadcast television, magazines, newspapers, radio, professional publishing, online, video games and music. Mr. KOEPPEN holds a Bachelor of Science in Mechanical Engineering from George Washington University in Washington D.C., and also holds a Masters of Management, with a Major in Finance, from Hautes Etudes Commerciales (H.E.C.) in Paris.

Save as disclosed above, Mr. KOEPPEN has not previously held and is not holding any other position with the Company and its subsidiaries. Save as disclosed above, Mr. KOEPPEN has not held any other directorships in any listed public companies in the last three years from the date of this announcement and has no other major appointments and qualifications.

(i) Mr. KOEPPEN; (ii) Mr. CHEUNG Chun On, Daniel (“Mr. CHEUNG”), a non-executive director of the Company and (iii) Dr. GAO Jack Qunyao (“Dr. GAO”), an alternate director to Mr. CHEUNG are all employees of News Corporation or its affiliates. Other than as stated above, Mr. KOEPPEN does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. KOEPPEN does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. KOEPPEN. Mr. KOEPPEN is not appointed for a specific term and does not receive any emoluments from the Company. Mr. KOEPPEN will hold office until the conclusion of the first general meeting of the Company after his appointment, at which he will be eligible for re-election.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. KOEPPEN that need to be brought to the attention of the shareholders of the Company, and there is no information relating to Mr. KOEPPEN that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

**Ms. Ella Betsy WONG**, aged 42, is general counsel, Asia, News Corporation. Before her appointment as general counsel, Asia, News Corporation, in August 2009, Ms. WONG was the executive vice-president and general counsel of Satellite Television Asian Region Limited (“STAR”), a subsidiary of News Corporation, heading the legal and business affairs team in Hong Kong and other Asian regional offices.

Prior to joining STAR in 1997, Ms. WONG worked in the New York and Hong Kong offices of Winthrop, Stimson, Putnam & Roberts (now Pillsbury Winthrop Shaw Pittman LLP) in the areas of corporate finance, joint ventures and mergers and acquisitions. Ms. WONG has a BA (Hons) law degree from Oxford University and a graduate law degree (JD) from Columbia University in New York.

Save as disclosed above, Ms. WONG has not previously held and is not holding any other position with the Company and its subsidiaries. Save as disclosed above, Ms. WONG does not hold any other directorships in any listed public companies in the last three years from the date of this announcement and has no other major appointments and qualifications.

Ms. WONG, Mr. KOEPPEN, Mr. CHEUNG and Dr. GAO are all employees of News Corporation or its affiliates. Other than as stated above, Ms. WONG does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Ms. WONG does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Ms. WONG. Ms. WONG is not appointed for a specific term and does not receive any emoluments from the Company. In accordance with the articles of association of the Company, Ms. WONG shall cease to be an alternate director of the Company if her appointment is removed, or if her appointer, Mr. KOEPPEN, ceases for any reason to be director of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. WONG that need to be brought to the attention of the shareholders of the Company, and there is no information relating to Ms. WONG that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **APPOINTMENT OF MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. CHEUNG has been appointed as a member of each of the audit committee and remuneration committee of the Company with effect from 30 November 2009.

#### **RESIGNATION OF DIRECTORS AND MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The Board further announces that Mr. LAU Yu Leung, John (“Mr. LAU”) has resigned as a non-executive director, member of the audit committee and the remuneration committee of the Company with effect from 30 November 2009. Mr. LAU’s resignation follows his resignation as president of China and Taiwan of STAR. Mr. LAU confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his resignation. Concurrent with the resignation of Mr. LAU, Dr. GAO has ceased to act as Mr. LAU’s alternate director with effect from 30 November 2009.

The Board takes this opportunity to express its sincere gratitude to Mr. LAU for his service and contribution to the Company and extend its warmest welcome to Mr. KOEPPEN to join the Company.

By Order of the Board  
**LIU Changle**  
Chairman

Hong Kong, 30 November 2009

*As at the date of this announcement, the Board comprises Mr. LIU Changle (Chairman), Mr. CHUI Keung and Mr. WANG Ji Yan as the Executive Directors; Mr. LU Xiangdong, Mr. GAO Nianshu, Mr. Jan KOEPPEN, Mr. CHEUNG Chun On, Daniel and Mr. GONG Jianzhong as the Non-executive Directors; Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK as the Independent Non-executive Directors. Ms. Ella Betsy WONG is the Alternate Director to Mr. Jan KOEPPEN and Dr. GAO Jack Qun Yao is the Alternate Director to Mr. CHEUNG Chun On, Daniel.*