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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Phoenix Satellite Television Holdings Limited (the “**Company**”) will be held on Thursday, 9 December 2010 at 3 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 as ordinary resolutions of the Company:

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 中國移動通信集團公司 (China Mobile Communications Corporation) and its associates (the “**CMCC Group**”) (“**New Media CCT**”), as defined and more particularly described in the Company’s circular to its shareholders dated 15 November 2010 (the “**Circular**”) for the three years from 1 January 2010 to 31 December 2012 be and are hereby approved, confirmed and ratified;
- (ii) the proposed annual cap amounts for the New Media CCT for the three years ending 31 December 2010, 2011 and 2012, as set out in the Circular, be and are hereby approved;
- (iii) the waiver from strict compliance with the requirement under Rule 14A.35(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to enter into a framework agreement with the CMCC Group at the outset covering all of the New Media CCT for the three years ending on 31 December 2010, 2011 and 2012 granted on 22 April 2010 by The Stock Exchange of Hong Kong Limited to the Company, a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for purposes of identification, be and is hereby approved, confirmed and ratified; and

(iv) any one director 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. To re-elect Mr. SHA Yuejia as a non-executive director of the Company and to authorise the Board of the Company to fix his remuneration.

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 15 November 2010

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and 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 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, 6 December 2010 to Thursday, 9 December 2010, 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, 3 December 2010.

As at the date of this announcement, the Board 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); Mr. WANG Ji Yan (also an alternate director to Mr. LIU Changle and Mr. CHUI Keung);

Non-executive Directors

Mr. GAO Nianshu; Mr. SHA Yuejia; Mr. Jan KOEPPEN; Mr. CHEUNG Chun On, Daniel; Mr. GONG Jianzhong

Independent Non-executive Directors

Dr. LO Ka Shui; Mr. LEUNG Hok Lim; Mr. Thaddeus Thomas BECZAK

Alternate Directors

Ms. Ella Betsy WONG (alternate to Mr. Jan KOEPPEN); Dr. GAO Jack Qunyao (alternate to Mr. CHEUNG Chun On, Daniel)