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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 7 FEBRUARY 2017**

The Board is pleased to announce that all resolutions proposed at the EGM were duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the circular of Phoenix Satellite Television Holdings Limited (the “**Company**”) dated 19 January 2017 (the “**Circular**”) in relation to the proposed adoption of the 2017 Share Option Scheme and the proposed cancellation of the Existing Options, and the notice of EGM of even date. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the EGM held on 7 February 2017, the ordinary resolutions (the “**Resolutions**”) as set out in the notice of EGM dated 19 January 2017 (“**EGM Notice**”) were duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of the Resolutions.

The number of Shares represented by votes for and against each of the Resolutions at the EGM was as follows:

Ordinary Resolutions	Number of Votes (Approximate %)	
	For	Against
1. To approve and adopt the 2017 share option scheme (the “ <b>2017 Share Option Scheme</b> ”) of the Company, and to authorise the directors of the Company to administer the 2017 Share Option Scheme and to grant options to subscribe for Shares in accordance with its rules, to modify and/or amend the 2017 Share Option Scheme, and to allot, issue and deal with any Shares pursuant to the exercise of any options, among other things.	2,838,786,113 (97.30%)	78,632,112 (2.70%)
2. To approve the cancellation of all outstanding share options granted to directors and employees of the Group to subscribe for a total of 95,894,000 Shares under the 2009 share option scheme adopted by the Company on 19 June 2009 which have not been exercised or lapsed.	1,534,786,113 (95.13%)	78,632,112 (4.87%)

As at the date of the EGM, the total number of Shares in issue was 5,000,999,500 Shares, which is the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM.

Today’s Asia Limited, which held 1,854,000,000 Shares as at the date of EGM, was required under the Listing Rules to abstain, and had abstained from voting on the Resolution No. 2 at the EGM as it is beneficially owned as to 93.30% by Mr. LIU Changle, who is a holder of the Existing Options. There were no Shares entitling the Shareholder to attend the EGM and vote only against the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

The Company’s branch share registrar, Hong Kong Registrars Limited, acted as the scrutineer for the vote-taking at the EGM.

By Order of the Board  
**Phoenix Satellite Television Holdings Limited**  
**LIU Changle**  
*Chairman*

Hong Kong, 7 February 2017

As at the date of this announcement, 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. SHA Yuejia, Mr. XIA Bing, Mr. GONG Jianzhong and Mr. SUN Yanjun*

**Independent Non-executive Directors**

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

**Alternate Director**

*Mr. LAU Wai Kei, Ricky (an alternate director to Mr. SUN Yanjun)*