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鳳凰衛視

**PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED**  
**鳳凰衛視投資(控股)有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 02008)**

**POLL RESULTS OF THE 2018 SECOND EXTRAORDINARY GENERAL  
MEETING HELD ON 17 DECEMBER 2018**

The board of directors (the “**Board**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) is pleased to announce that at the 2018 second extraordinary general meeting of the Company held on 17 December 2018 (the “**EGM**”), all the proposed resolutions as set out in the notice of the EGM dated 23 November 2018 (the “**EGM Notice**”) were duly passed by way of poll.

As at the date of the EGM, the total number of issued and fully paid up shares of the Company (the “**Shares**”) was 4,993,469,500, the holders of which (the “**Shareholders**”) were entitled to attend and vote for or against all resolutions proposed at the EGM. As required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Extra Step Investments Limited, a wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited, which held 983,000,000 Shares was required to abstain, and had abstained from voting on the ordinary resolution no. 1 to approve the New Media CCT (as defined below) and the proposed annual cap amounts at the EGM.

Save as disclosed above, there was no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholders were required under the Listing Rules to abstain from voting at the EGM.

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes		Passed by Shareholders
		For	Against	
1.	To approve the provision of website portal, value-added telecommunications, promotional and ancillary services by and to Phoenix New Media Limited and its subsidiaries to and by China Mobile Communications Group Co., Ltd. and its associates (“ <b>New Media CCT</b> ”) and the proposed annual cap amounts for the New Media CCT for each of the three years ending 31 December 2019, 2020 and 2021; and to authorise any one director of the Company to do all things and execute all documents to give effect to this resolution.	2,482,803,450 (100%)	0 (0%)	Yes
2.	To appoint Mr. JIAN Qin as a non-executive director of the Company and to authorise the board of directors of the Company to determine his remuneration.	3,464,647,250 (99.97%)	1,156,200 (0.03%)	Yes

Special Resolution		Number of Votes		Passed by Shareholders
		For	Against	
3.	To approve the proposed amendments to the memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.	3,465,803,450 (100%)	0 (0%)	Yes

Notes:

1. All percentages are rounded to 2 decimal places.
2. The full text of all resolutions are set out in the EGM Notice.

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

By Order of the Board  
**Phoenix Media Investment (Holdings) Limited**  
**LIU Changle**  
*Chairman*

Hong Kong, 17 December 2018

*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); Mr. WANG Ji Yan (also an alternate director to Mr. LIU Changle and Mr. CHUI Keung)*

***Non-executive Directors***

*Mr. JIAN Qin; Mr. XIA Bing; Mr. GONG Jianzhong; Mr. SUN Yanjun*

***Independent Non-executive Directors***

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

***Alternate Director***

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