HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended	
(dd/mm/yyyy) :	

31/03/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Phoenix Media Investment (Holdings) Limited
Date Submitted	03/04/2019

I. Movements in Authorised Share Capital

(1) Stock code : <u>02008</u> Descri	ption : Ordinary	/ Shares	
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month	10,000,000,000	<u>HK\$0.1</u>	HK\$1,000,000,000
Increase/(decrease)	0		HK\$0
Balance at close of the month	10,000,000,000	<u>HK\$0.1</u>	HK\$1,000,000,000
(2) Stock code : <u>N/A</u> Descri	ption :		
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month	l		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	Descript	ion :		
			No. of preference shares	Par value <i>(State</i> currency)	Authorised share capital (State currency)
Balance at clos	e of precedi	ng month			
Increase/(decre	ease)	_		_	
Balance at clos	e of the mor	nth _			

3. Other Classes of Shares

Stock code :	N/A	_Descrip	tion :		
			No. of other classes of shares	Par value <i>(State</i> <i>currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month			
Increase/(decre	ease)	-		-	
Balance at clos	e of the mon	th _			

Total authorised share capital at the end of the month (*State* **HK\$1,000,000,000** *currency*) :

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	4,993,469,500	N/A	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	0	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	4,993,469,500	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Opt	tion Schemes	of the Issuer)			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM	1	Movement duri	ng the month		thereto	thereto as at close of
approval date			0		_	the month
(dd/mm/yyyy) and						
class of shares	Crantad	Evereiged	Capacillad	Langed		
issuable 1. 2009 Share	Granted	Exercised	Cancelled	Lapsed		
Option						
Scheme						
Scheme						
(19/06/2009)						
Ordinary shares	0	0	0	0	0	200,000
(Note 1)	<u> </u>	0	0	0	0	200,000
(Note T)						
2. 2017 Share						
Option						
Scheme						
Scheme						
(07/00/0017)						
(07/02/2017)	0	0	0	0	0	05 704 000
Ordinary shares	0	0	0	0	0	85,764,000
(Note 1)						
0						
<u>3.</u>						
(/ /)						
shares						
(Note 1)					_	
		Tota	al A. (Ordina			
			`	ce shares)		
				ther class)	N/A	
Total funds raised		nth from exerc				
of options (State c	urrency)		N/A			

Warrants to Issue Shares of the	e Issuer which	are to be Listed	ł			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	_			
2.						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)	-			
Class of shares issuable (Note 1) Subscription price			-			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	_			
4						_
(/ /)						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price			_			
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
(\ ', '	/	_			
		Total I		ary shares) <u>N/A</u>		-
				nce shares) N/A		-
			(C)ther class) <u>N/A</u>	۱ <u>ــــــــــــــــــــــــــــــــــــ</u>	-

Convertibles (i.e. Convertible	e into Shares of th	e Issuer which	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
	_					_
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)) 2.	(/ /)					
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(//) 					
Stock code (if listed)						
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(//) 					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)		Total C. (Ordina	ary shares) N/A		
				ce shares) N/A		_
				ther class) N/A		-
			(0			-

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.		
N/A		
		·
2.		
L		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
()		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

			are Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue							month
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	No. of new	No. of new
	shares of	shares of
	issuer	issuer which
	issued	may be
	during the	issued
	month	pursuant
	pursuant	thereto as at
	thereto	close of the
Type of Issue		month

5.	Scrip dividend	At price :	State currency ———	issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares			Class of shares repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price :	State currency ———	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>

Ту	ype of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)	-			
	Capital eorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						<u>IN/A</u>	<u> </u>
			Class of shares issuable (Note 1)	S			
10. C (I	Other Please specify) At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>					-	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	0
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

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- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Yeung Ka Keung

Title: Company Secretary

(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- *3. "Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.