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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Phoenix Media Investment (Holdings) Limited (“**Company**”) will be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 6 June 2022, at 3:30 p.m. (or at such time immediately after the conclusion of the annual general meeting of the Company to be convened on the same day and at the same place at 3:00 p.m. or any adjourned meeting thereof) for considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the approval of the board of directors of Phoenix New Media Limited (“**PNM**”), the original scheme mandate limit in respect of the granting of options to subscribe for class A ordinary shares of PNM (“**PNM Shares**”) under the share option scheme of PNM approved by the shareholders of the Company on 6 June 2018 and adopted by PNM on the same day (“**2018 PNM Share Option Scheme**”) be refreshed and renewed provided that the maximum number of PNM Shares which may be allotted and issued pursuant to the exercise of options which may be granted subject to the Refreshed Limit (as defined below) under the 2018 PNM Share Option Scheme (excluding options previously granted under the 2018 PNM Share Option Scheme or any other schemes of PNM, whether outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the PNM Shares in issue as at the date of passing of this resolution (“**Refreshed Limit**”) and that any director of the Company be and is hereby authorized, acting singly, to execute all such documents and take all such steps as he or she may deem necessary, desirable or expedient to effect the Refreshed Limit.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 18 May 2022

Registered Office:

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

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 be 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 Tuesday, 31 May 2022 to Monday, 6 June 2022 (both dates inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the extraordinary general meeting, all share transfers must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 30 May 2022.
5. A form of proxy for use at the meeting is enclosed.
6. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed resolution at the meeting.

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. XU Wei (Chairman and Chief Executive Officer) and Mr. SUN Yusheng (Deputy Chief Executive Officer and Editor-in-Chief)

Non-executive Directors

Ms. HO Chiu King, Pansy Catilina (Vice-chairman), Mr. SUN Guangqi, Mr. JIAN Qin and Ms. WANG Haixia

Independent Non-executive Directors

Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK, Mr. FANG Fenglei and Mr. ZHOU Longshan