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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: 8002)**

**OUTSTANDING APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND AUDIT COMMITTEE MEMBER**

The Board has not yet appointed the Third INED. The Board will continue to use its best endeavours to appoint the Third INED as soon as possible and will ensure that such appointment will be completed no later than 31 December 2004.

Reference is made to the new requirements of the rules governing the listing of securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) which stipulate that every board of directors of a listed issuer must include at least 3 independent non-executive directors and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise (rule 5.05 of the GEM Listing Rules) and that the audit committee of every listed issuer must comprise a minimum of 3 members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise (rule 5.28 of the GEM Listing Rules). The Company should comply with the above requirements by 30 September 2004 (rule 5.08 of the GEM Listing Rules).

As at today’s date there are only two independent non-executive directors on the board and none of the existing independent non-executive director possesses the newly required qualifications under rule 5.05(2) of the GEM Listing Rules. The Board has approached several candidates with excellent reputation but because of

potential conflict of interests, their companies would not let them act as independent non-executive director of the Company. Whilst the Board has commenced identifying the third independent non-executive director and audit committee member being an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise (the "Third INED") for several months, it requires additional time than expected to find a suitable candidate and therefore the Company is not able to meet with the requirements of rules 5.05 and 5.28 of the GEM Listing Rules upon the expiry of the transitional period on 30 September 2004 (rule 5.08 of the GEM Listing Rules).

The Board will continue to use its best endeavours to appoint the Third INED as soon as possible. The Board estimates that it will take two to three months to identify the most suitable candidate and will ensure that such appointment will be completed no later than 31 December 2004. Further announcement will be made by the Company once the new appointment is confirmed.

By Order of the Board  
Yeung Ka Keung  
Company Secretary

Hong Kong, 4 October, 2004

*The announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: - (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*As at the date of this announcement, the executive directors of the Company are Mr. LIU Changle and Mr. CHUI Keung, the non-executive directors of the Company are Ms GUTHRIE Michelle Lee, Mr. LAU Yu Leung John, Mr. CHEUNG Chun On Daniel, Mr. XU Gang (alternate director: Mr. GONG Jianzhong) and Mr. CHEUNG San Ping and the independent non-executive directors are Dr. LO Ka Shu and Mr. KUOK Khoon Ean.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its posting.*