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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)

CONTINUING CONNECTED TRANSACTION

On 12 December 2005, Phoenix HK through its PRC advertising agent, namely Shenzhou, entered into the Contract with CNHK Media. CNHK Media has entered into the Contract for the ultimate benefits of the CMCC Group.

CMCC has become a connected person of the Company under the GEM Listing Rules since 25 August 2006. Accordingly, the Transaction constitutes a continuing connected transaction for the Company under the GEM Listing Rules. Pursuant to Rule 20.41 of the GEM Listing Rules, the Company has to comply with all applicable reporting and disclosure requirements of Chapter 20 of the GEM Listing Rules in respect of the Transaction.

ADVERTISING CONTRACT

On 12 December 2005, Phoenix HK through its PRC advertising agent, namely Shenzhou, entered into the Contract with CNHK Media pursuant to which CNHK Media shall purchase advertising airtime at and/or sponsoring the programme “Phoenix News Express” being broadcasted on the Phoenix Chinese Channel operated by the Group for the period from 1 January 2006 to 31 December 2006 for the sum of RMB25,608,800 (equivalent to approximately HK\$24,862,913) for promoting the CMCC Group. Such sum of RMB25,608,800 shall be paid by four equal instalments of RMB6,402,200 (equivalent to approximately HK\$6,215,728) each on or before 20 December 2005, 20 March 2006, 20 June 2006 and 20 September 2006 respectively. The Directors confirm that there has been no change in the terms of the Contract since the signing thereof. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, CNHK Media has entered into a contract with CMCC’s advertising agent in the PRC relating to and including the purchase of advertising airtime at and/or sponsoring “Phoenix News Express” by CMCC’s said advertising agent for the benefit and on behalf of the CMCC Group. Under the Contract, CNHK Media has been, through Shenzhou, purchasing airtime from Phoenix HK and/or sponsoring “Phoenix News Express” solely for the purpose of promoting the CMCC Group. As such, CNHK Media has entered into the Contract for the ultimate benefits of the CMCC Group.

Shenzhou, CNHK Media and CMCC's said advertising agent, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are independent third parties which are (i) not connected with any of the directors, chief executives, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates; and (ii) not a connected person of the Company as defined in the GEM Listing Rules.

Up to 24 August 2006, a total sum of approximately RMB16,559,268 (equivalent to approximately HK\$16,076,959) has been applied to purchase and/or sponsor advertising airtime under the Contract. It is expected that a further sum not exceeding RMB9,049,532 (equivalent to approximately HK\$8,785,954) will be applied to purchase and/or sponsor advertising airtime under the Contract for the period from 25 August 2006 to 31 December 2006.

REASONS FOR THE TRANSACTION

The Group sells advertising airtime on its satellite television channels in its ordinary course of business. Income from sale of advertising airtime forms the major part of the Group's turnover. By selling advertising airtime to the CMCC Group indirectly through CNHK Media, the Group is able to generate more income for its operation and business.

The Contract was entered into by the parties after arm's length negotiation such that the advertising airtime under the Contract has been and will be provided at rate no more favourable than other customers of the Group. The contract sum under the Contract was agreed between the parties with reference to the rate card published by the Group from time to time which contains the pricing structure for the sale of advertising airtime on its satellite television channels.

The Directors (including the independent non-executive Directors) consider that the Contract was entered into in the ordinary and usual course of business of the Group and the terms thereof are normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

On 25 August 2006, CMHKG has become a substantial shareholder of the Company holding approximately 19.9 per cent. issued share capital of the Company through its wholly-owned subsidiary. Accordingly, CMCC being the ultimate holding company of CMHKG has become a connected person of the Company under the GEM Listing Rules since 25 August 2006. The Transaction constitutes a continuing connected transaction for the Company under the GEM Listing Rules.

Pursuant to Rule 20.41 of the GEM Listing Rules, the Company has to comply with all applicable reporting and disclosure requirements of Chapter 20 of the GEM Listing Rules in respect of the Transaction. In the event of any variation or renewal of the Contract, the Company will comply in full with all applicable reporting, disclosure and independent Shareholders' approval requirements of Chapter 20 of the GEM Listing Rules in respect of the Transaction effected after such variation or renewal.

GENERAL

The Group is a satellite television operator and, through its subsidiaries, is a leading satellite television operator broadcasting into the PRC.

CMCC is the ultimate controlling shareholder of China Mobile Limited which in turn is a leading mobile telecommunications service provider in the PRC, providing mobile telecommunications and related services in all 31 provinces, directly-administered municipalities and autonomous regions in the PRC. The ordinary shares of China Mobile Limited are listed on the Stock Exchange and its American depositary shares are listed on the New York Stock Exchange.

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.03 to HK\$1. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

DEFINITIONS

“associates”	has the meaning ascribed to it under the GEM Listing Rules
“CMCC”	中國移動通信集團公司 (China Mobile Communications Corporation), a state-owned company established under the laws of the PRC
“CMCC Group”	the group of companies comprising CMCC and its subsidiaries
“CMHKG”	China Mobile (Hong Kong) Group Limited, a company incorporated in Hong Kong with limited liability and is a wholly- owned subsidiary of CMCC
“CNHK Media”	中港傳媒有限公司 (CNHK Media Limited), a company established under the laws of the PRC
“Company”	Phoenix Satellite Television Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Contract”	the advertising contract entered into between Shenzhou and CNHK Media dated 12 December 2005 relating to the purchase of advertising airtime by CNHK Media
“Director(s)”	the director(s) of the Company, including independent non-executive director(s)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Phoenix HK”	Phoenix Satellite Television Company Limited, a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of ordinary shares of HK\$0.10 each in the issued share capital of the Company
“Shenzhen”	神州電視有限公司 (Shenzhen Television Company Limited), a company incorporated under the laws of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction contemplated under the Contract for the period from 25 August 2006 to 31 December 2006

By Order of the Board
Liu Changle
 Chairman

Hong Kong, 8 September 2006

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. Michelle Lee GUTHRIE, 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 of the Company are Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK.

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