



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Phoenix Satellite Television Holdings Limited (the “Company”) will be held at 9th Floor, One Harbourfront, 18-22 Tak Fung Street, Hunghom, Kowloon, Hong Kong on Friday, 23 March 2007 at 3:00 p.m. for the following purposes:

1. **“THAT** the conditional contract (a copy of which marked “A” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between神州電視有限公司 (Shenzhou Television Company Limited) (“Shenzhou”) and 中港傳媒有限公司 (CNHK Media Limited) dated 2 February 2007 (the “Contract”) in relation to the purchase of advertising airtime at and/or sponsoring the programme “Phoenix News Express” for the period from 1 April 2007 to 31 December 2007 (details of which are set out in the circular of the Company dated 27 February 2007 to its shareholders, a copy of which marked “B” has been produced to the meeting and signed by the Chairman for the purpose of identification) and all transaction contemplated thereunder be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Contract and all other agreements, deeds and any other documents in relation thereto by Shenzhou and/or the Company be approved, ratified and confirmed.”
2. **“THAT** the directors of the Company (the “Directors”) be and are hereby authorized to do all such things and execute all such documents as they in their absolute discretion deem fit or appropriate to give effect to the Contract and the implementation of all transaction contemplated thereunder.”
3. “To re-elect Mr. Wang Jiyan as executive Director and to authorize the board of Directors to fix his remuneration.”
4. “To re-elect Mr. Lu Xiangdong as non-executive Director and to authorize the board of Directors to fix his remuneration.”
5. “To re-elect Mr. Gao Nianshu as non-executive Director and to authorize the board of Directors to fix his remuneration.”
6. “To re-elect Mr. Paul Francis Aiello as non-executive Director and to authorize the board of Directors to fix his remuneration.”

7. “To re-elect Mr. Gong Jianzhong as non-executive Director and to authorize the board of Directors to fix his remuneration.”

By Order of the Board
Yeung Ka Keung
Company Secretary

Hong Kong, 27 February 2007

Registered Office:

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

Principal Place of Business:

9th, One Harbourfront
18-22 Tak Fung Street
Hung Hom
Kowloon
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 Rooms 1806-1807, 18th 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 shares, 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 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, 20 March 2007 to Friday, 23 March 2007, both days inclusive, during which period no transfer of shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 19 March 2007.

This 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 of the Company, 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, Mr. CHUI Keung and Mr. WANG Jiyan, the non-executive directors of the Company are Mr. LU Xiangdong, Mr. GAO Nianshu, Mr. Paul Francis AIELLO, Mr. LAU Yu Leung John and Mr. GONG Jianzhong, and the independent non-executive directors of the Company are Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK.

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.