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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: 02008)**

**ANNOUNCEMENT  
CONTINUING CONNECTED TRANSACTION**

On 31 December 2012, Phoenix HK through Shenzhou entered into the 2013 Contract with CNHK Media. CNHK Media has entered into the 2013 Contract for the ultimate benefits of the CMCC Group.

The New Transaction constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements of the Listing Rules.

**2013 CONTRACT**

Reference is made to the announcement of the Company dated 30 December 2011 relating to the 2012 Contract. As the transaction contemplated under the 2012 Contract will expire by 31 December 2012 and CNHK Media would like to continue to purchase advertising airtime at and/or sponsoring programmes being broadcasted on the Phoenix Chinese Channel and the Phoenix InfoNews Channel operated by the Group thereafter, Phoenix HK through Shenzhou entered into the 2013 Contract with CNHK Media on 31 December 2012.

Pursuant to the 2013 Contract, CNHK Media shall purchase advertising airtime at and/or sponsoring programmes being broadcasted on the Phoenix Chinese Channel and the Phoenix InfoNews Channel respectively for the period from 1 January 2013 to 31 December 2013 for the sum not exceeding RMB60,000,000 (equivalent to approximately HK\$74,598,000) for promoting the CMCC Group. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, CNHK Media has entered into a contract with a subsidiary of CMCC in the PRC relating to and

including the purchase of advertising airtime at and/or sponsoring programmes being broadcasted on the Phoenix Chinese Channel and the Phoenix InfoNews Channel for the benefit and on behalf of the CMCC Group. As such, CNHK Media has entered into the 2013 Contract for the ultimate benefits of the CMCC Group.

Under the 2013 Contract, CNHK Media shall pay the contract sum by seven instalments: (a) the 1<sup>st</sup> instalment of 10% of the contract sum as earnest deposit before 31 December 2012; (b) 2<sup>nd</sup> instalment of 25% of the contract sum before 31 December 2012; (c) 3<sup>rd</sup> instalment of 15% of the contract sum before 20 February 2013; (d) 4<sup>th</sup> instalment of 15% of the contract sum before 19 April 2013; (e) 5<sup>th</sup> instalment of 15% of the contract sum before 20 June 2013; (f) 6<sup>th</sup> instalment of 15% of the contract sum before 20 August 2013; and (g) 7<sup>th</sup> instalment of 15% of the contract sum before 18 October 2013. The earnest deposit will be applied to partially set off against the amount of the 7<sup>th</sup> instalment payable by CNHK Media.

Shenzhou and CNHK Media, 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 Listing Rules.

## **REASONS FOR THE NEW 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 2013 Contract was entered into by the parties after arm's length negotiation such that the advertising airtime provided by the Group to other customers will be at rates no less favourable than that of the 2013 Contract. The contract sum under the 2013 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 advertising airtime purchased by CNHK Media in 2012, and the expected growth in the marketing and promotional activities of the CMCC Group for 2013.

The Directors, including the independent non-executive Directors, are of the view that the 2013 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.

Mr. Sha Yuejia and Mr. Gao Nianshu, Directors nominated by a member of the CMCC Group, have abstained from voting on the board resolutions approving the 2013 Contract. Other than described above, none of the Directors has a material interest in the 2013 Contract or was required to abstain from voting on the board resolutions approving the 2013 Contract.

## **IMPLICATIONS UNDER THE LISTING RULES**

As CMHKG is a substantial shareholder of the Company holding approximately 19.69% issued share capital of the Company through its wholly-owned subsidiary, namely Extra Step Investments Limited, CMCC being the ultimate holding company of CMHKG is a connected person of the Company under the Listing Rules. The New Transaction constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. As the assets ratio, revenue ratio and consideration ratio under the 2013 Contract are more than 0.1% but less than 5%, the New Transaction is subject to the reporting and announcement requirements of the Listing Rules.

## **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, autonomous regions and directly-administered municipalities and in the PRC and in Hong Kong. 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 to HK\$1.2433. 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**

“2012 Contract”	the advertising contract entered into between Shenzhou and CNHK Media dated 30 December 2011 relating to the purchase of advertising airtime by CNHK Media for the period from 1 January 2012 to 31 December 2012, both dates inclusive
“2013 Contract”	the advertising contract entered into between Shenzhou and CNHK Media dated 31 December 2012 relating to the purchase of advertising airtime by CNHK Media for the period from 1 January 2013 to 31 December 2013, both dates inclusive

“associates”	has the meaning ascribed thereto in Rule 1.01 of the Listing Rules
“Board”	The board of directors of the Company
“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”	CMCC and its associates
“CMHKG”	China Mobile (Hong Kong) Group Limited, a company incorporated in Hong Kong with limited liability and is a subsidiary of CMCC
“CNHK Media”	中港傳媒有限公司(CNHK Media Limited), a company established under the laws of Hong Kong
“Company”	Phoenix Satellite Television Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company, including independent non-executive directors
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Transaction”	the transaction contemplated under the 2013 Contract for the period from 1 January 2013 to 31 December 2013, both dates inclusive
“Phoenix HK”	Phoenix Satellite Television Company Limited, a company incorporated in Hong Kong with limited liability and is an indirect 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
“Shenzhou”	神州電視有限公司 (Shenzhou Television Company Limited), a company incorporated under the laws of the PRC and is the PRC advertising agent of Phoenix HK
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board  
**Phoenix Satellite Television Holdings Limited**  
**LIU Changle**  
*Chairman*

Hong Kong, 31 December 2012

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

***Executive Directors***

*Mr. LIU Changle (Chairman) (also an alternate director to Mr. CHUI Keung); Mr. CHUI Keung (also an alternate director to Mr. LIU Changle) and Mr. WANG Ji Yan (also an alternate director to Mr. LIU Changle and Mr. CHUI Keung)*

***Non-executive Directors***

*Mr. SHA Yuejia; Mr. GAO Nianshu; Mr. Jan KOEPPEN; Mr. CHEUNG Chun On, Daniel and Mr. GONG Jianzhong*

***Independent Non-executive Directors***

*Dr. LO Ka Shui; Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK*

***Alternate Directors***

*Ms. Ella Betsy WONG (alternate to Mr. Jan KOEPPEN) and Dr. GAO Jack Qunyao (alternate to Mr. CHEUNG Chun On, Daniel)*