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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE  
EXTRAORDINARY GENERAL MEETING  
HELD ON 5 JUNE 2014**

The Board is pleased to announce that all resolutions proposed at the AGM and the EGM were duly passed by the Shareholders by way of poll at the AGM and the EGM.

References are made to the circulars of Phoenix Satellite Television Holdings Limited (the “**Company**”) dated 23 April 2014 and 13 May 2014 (the “**Circulars**”) in relation to the (i) proposed general mandates to issue and repurchase Shares, proposed re-election of retiring Directors and notice of annual general meeting (the “**AGM**”); and (ii) proposals for refreshment of scheme mandate limit under the share option scheme by a subsidiary and notice of extraordinary general meeting (the “**EGM**”), respectively. Terms defined in the Circulars shall have the same meanings when used herein unless the context requires otherwise.

The Company is pleased to announce the poll results of the resolutions proposed at the AGM and the EGM of the Company both held on 5 June 2014.

The number of Shares represented by votes for and against the respective resolutions at the AGM and the EGM were as follows:

<b>Ordinary Resolutions proposed at the AGM</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors of the Company and independent auditor for the year ended 31 December 2013.	3,528,463,960 (100%)	0 (0%)

Ordinary Resolutions proposed at the AGM		Number of Votes (%)	
		For	Against
2.	To declare a final dividend of 5.1 Hong Kong cents per Share for the year ended 31 December 2013.	3,528,941,960 (100%)	0 (0%)
3.	To re-elect Mr. WANG Ji Yan as executive Director and to authorise the Board to fix his remuneration.	3,499,280,960 (99.16%)	29,661,000 (0.84%)
4.	To re-elect Mr. SHA Yuejia as non-executive Director and to authorise the Board to fix his remuneration.	3,498,936,960 (99.15%)	30,005,000 (0.85%)
5.	To re-elect Mr. Thaddeus Thomas BECZAK as independent non-executive Director and to authorise the Board to fix his remuneration.	3,523,254,462 (99.84%)	5,687,498 (0.16%)
6.	To re-elect Mr. SUN Yanjun as non-executive Director and to authorise the Board to fix his remuneration.	3,498,936,960 (99.15%)	30,005,000 (0.85%)
7.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.	3,528,463,960 (99.99%)	478,000 (0.014%)
8.	To grant a general mandate to the Board to allot, issue and deal with additional Shares.	3,452,679,796 (97.84%)	76,262,164 (2.16%)
9.	To grant a general mandate to the Board to repurchase Shares.	3,548,941,960 (100%)	0 (0%)
10.	To increase the maximum nominal amount of share capital which the Board is authorised to allot, issue and deal with pursuant to the general mandate set out in resolution no. 8 by the aggregate nominal amount of Shares repurchased pursuant to the general mandate set out in resolution no. 9.	3,460,495,796 (98.06%)	68,446,164 (1.94%)

**As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed at the AGM as ordinary resolutions of the Company.**

An Ordinary Resolution proposed at the EGM		Number of Votes (%)	
		For	Against
1.	To refresh and renew the existing scheme mandate limit in respect of the granting of options to subscribe for class A ordinary shares of Phoenix New Media Limited (“PNM”) under the share option scheme of the PNM adopted by the Company on 20 June 2008 up to 10% of class A ordinary shares of PNM as at the date of this resolution (the “Refreshed Limit”) and to authorize the directors of the Company to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the Refreshed Limit, and to authorize the directors of PNM to execute all such documents and take all such steps as they may deem necessary, desirable or expedient for PNM to grant options under its share option scheme up to the Refreshed Limit and to exercise all the powers of PNM to allot, issue and deal with class A ordinary shares of PNM pursuant to the exercise of such options.	3,476,829,657 (98.27%)	61,278,303 (1.73%)

**As more than 50% of the votes were cast in favour of each of the above resolution, the resolution was duly passed at the EGM as an ordinary resolution of the Company.**

The Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, acted as scrutineer for the vote-taking at the AGM and the EGM.

As at the date of the AGM and EGM, the total number of issued and fully paid up Shares of the Company was respectively 4,997,389,500. In relation to all resolutions proposed at the AGM and a resolution proposed at the EGM, the total number of Shares, entitling the holders to attend and vote for or against the resolutions at the AGM and EGM was respectively 4,997,389,500 shares.

There were no restrictions on any Shareholders to attend and cast their votes only against the above resolutions at the AGM and the EGM.

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

Hong Kong, 5 June 2014

*As at the date of this announcement, the board of directors 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); 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. GONG Jianzhong; Mr. SUN Yanjun*

***Independent Non-executive Directors***

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

***Alternate Director***

*Mr. LAU Wai Kei, Ricky (an alternate director to Mr. SUN Yanjun)*