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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
HELD ON 5 JUNE 2015**

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

References are made to the circulars of Phoenix Satellite Television Holdings Limited (the “**Company**”) dated 23 April 2015 (the “**Circular**”) in relation to the proposed general mandates to issue Shares and to buy-back Shares, proposed re-election of retiring Directors and notice of annual general meeting (the “**AGM**”). Terms defined in the Circular 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 of the Company held on 5 June 2015.

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

Ordinary Resolutions proposed at the AGM		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and independent auditor for the year ended 31 December 2014.	3,488,223,650 (100%)	0 (0%)
2.	To declare a final dividend of 4 Hong Kong cents per Share for the year ended 31 December 2014.	3,488,223,650 (100%)	0 (0%)
3.	To re-elect Mr. GAO Nianshu as non-executive Director and to authorise the Board to fix his remuneration.	3,466,733,450 (99.38%)	21,490,200 (0.62%)

Ordinary Resolutions proposed at the AGM		Number of Votes (%)	
		For	Against
4.	To re-elect Mr. GONG Jianzhong as non-executive Director and to authorise the Board to fix his remuneration.	3,424,206,166 (98.16%)	64,017,484 (1.84%)
5.	To re-elect Dr. LO Ka Shui as independent non-executive Director and to authorise the Board to fix his remuneration.	3,485,624,152 (99.93%)	2,599,498 (0.07%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.	3,488,223,650 (100%)	0 (0%)
7.	To grant a general mandate to the Board to allot, issue and deal with additional Shares.	3,447,046,649 (98.82%)	41,177,001 (1.18%)
8.	To grant a general mandate to the Board to buy-back Shares.	3,486,487,650 (99.95%)	1,736,000 (0.05%)
9.	To increase and extend 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. 7 by the aggregate nominal amount of Shares repurchased pursuant to the general mandate set out in resolution no. 8.	3,447,046,649 (98.82%)	41,177,001 (1.18%)

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.

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

As at the date of the AGM, the total number of issued and fully paid up Shares was 5,000,993,500. In relation to all resolutions proposed at the AGM, the total number of Shares, entitling the holders to attend and vote for or against the resolutions at the AGM was 5,000,993,500 Shares.

There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and there was no Share the holder of which was required under the Listing Rules to abstain from voting at the AGM. No Shareholder had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the AGM.

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

Hong Kong, 5 June 2015

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)