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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 EXTRAORDINARY GENERAL MEETING
HELD ON 20 OCTOBER 2016**

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

Reference is made to the circular of Phoenix Satellite Television Holdings Limited (the “**Company**”) dated 23 September 2016 (the “**Circular**”) in relation to the proposal for refreshment of scheme mandate limit under the share option scheme of Phoenix New Media Limited (“**PNM**”) adopted by the Company on 20 June 2008 (the “**PNM Share Option Scheme**”), the proposed grant of replacement options under the PNM Share Option Scheme beyond the scheme mandate limit and notice of extraordinary general meeting (“**EGM**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the EGM held on 20 October 2016, the ordinary resolutions (the “**Resolutions**”) as set out in the notice of EGM dated 23 September 2016 (“**EGM Notice**”) were duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of the Resolutions.

The number of Shares represented by votes for and against each of the Resolutions at the EGM was as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve the refreshment and renewal of the existing scheme mandate limit under the PNM Share Option Scheme and authorize the directors of the Company and PNM to execute such documents and take such steps as necessary to effect the Refreshed Limit.	3,407,145,127 (96.4410%)	125,734,675 (3.5590%)
2. To approve the grant of Replacement Options to holders of existing Options beyond the Refreshed Limit, and authorize the directors of the Company and PNM to execute such documents and take such steps as necessary to effect the grant of Replacement Options.	3,334,929,127 (94.3971%)	197,944,675 (5.6029%)

As at the date of the EGM, the total number of Shares in issue was 5,000,999,500 Shares, which is the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM.

No Shareholder is required under the Listing Rules to abstain from voting on the Resolutions at the EGM and there were no Shares entitling the Shareholder to attend the EGM and vote only against the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

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

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

Hong Kong, 20 October 2016

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

Non-executive Directors

Mr. SHA Yuejia, Mr. XIA Bing, Mr. GONG Jianzhong and Mr. SUN Yanjun

Independent Non-executive Directors

Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK, Mr. FANG Fenglei and Mr. HE Di

Alternate Director

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