

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Tuesday, 7 February 2017 at 3:00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company falling to be issued pursuant to the 2017 Share Option Scheme (the “**2017 Share Option Scheme**”) of the Company, the rules of which are set out in the document marked “A” which has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, the 2017 Share Option Scheme be and is hereby approved and adopted by the Company; and
- (b) the directors of the Company be and are hereby authorised:
 - i. to administer the 2017 Share Option Scheme at their absolute discretion and to grant options to subscribe for Shares in accordance with the rules of the 2017 Share Option Scheme;
 - ii. to modify and/or amend the 2017 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2017 Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules;

- iii. to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any options which may be granted from time to time in accordance with the terms of the 2017 Share Option Scheme; and
- iv. to do all such acts as they may in their absolute discretion consider necessary, desirable or expedient in order to give full effect to the 2017 Share Option Scheme.”

2. “**THAT:**

- (a) the cancellation of all outstanding share options (the “**Existing Options**”) granted to directors and employees of the Group (the “**Existing Grantees**”) to subscribe for a total of 95,894,000 Shares under the 2009 Share Option Scheme, all of which have not been exercised or lapsed since they were granted, which cancellation will only take place upon an Existing Grantee’s acceptance of the replacement option by way of cancellation of his/her Existing Option, be and is hereby approved by the Company; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as they may in their absolute discretion consider necessary, desirable or expedient in order to cancel the Existing Options.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 19 January 2017

Registered Office:

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

Principal Place of Business:

No. 2-6 Dai King Street
Tai Po Industrial Estate
Tai Po, New Territories
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 17M 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). Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof (as the case may be).
3. Where there are joint holders of any share ("**Share**") of the Company, 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 Thursday, 2 February 2017 to Tuesday, 7 February 2017, both dates inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 1 February 2017.
5. Shareholders of the Company are advised to read the circular of the Company dated 19 January 2017 which contains information concerning the ordinary resolutions to be proposed in this notice.
6. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolutions at the meeting.

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)