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鳳凰衛視

PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED

鳳凰衛視投資(控股)有限公司

(formerly known as “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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

THIS NOTICE is supplemental to the notice of the annual general meeting (the “**Notice of AGM**”) dated 24 April 2018 issued by Phoenix Media Investment (Holdings) Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m.

Details of the proposed resolutions to be considered at the AGM are set out in the Notice of AGM. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 24 April 2018.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Wednesday, 6 June 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution in addition to the resolutions set out in the Notice of AGM:

ORDINARY RESOLUTION

“THAT:

- (a) the new share option scheme (the “**2018 PNM Share Option Scheme**”) of Phoenix New Media Limited (the “**PNM**”), an indirect non-wholly owned subsidiary 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, be and is hereby approved by the Company;

- (b) the directors of PNM be and are hereby authorised:
- i. to administer the 2018 PNM Share Option Scheme at their absolute discretion and to grant options to subscribe for Shares of PNM (the “**PNM Shares**”) in accordance with the rules of the 2018 PNM Share Option Scheme;
 - ii. to modify and/or amend the 2018 PNM Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2018 PNM Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
 - iii. to allot, issue and deal with any PNM 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 2018 PNM 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 2018 PNM Share Option Scheme;
- (c) the directors of the Company be and are hereby authorised to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the adoption of the 2018 PNM Share Option Scheme by PNM.”

By Order of the Board
Yeung Ka Keung
Company Secretary

Hong Kong, 21 May 2018

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 21 May 2018 (the “**Supplemental Circular**”). Please refer to page 10 of the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the Notice of AGM for details of the other ordinary resolutions to be passed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.

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