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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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02008)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**” or “**Directors**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) has passed resolutions in relation to the amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) on 16 November 2018 to reflect the change of Company name which came into effect on 7 March 2018, the update of the address of the registered office of the Company and the revision of the relevant provision relating to rotation requirement of the Directors.

The proposed amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”) are as follows:

Memorandum number	Existing Memorandum	Memorandum as amended by the Proposed Amendments
1	The name of the Company is Phoenix Satellite Television Holdings Limited 鳳凰衛視控股有限公司.	The name of the Company is <u>Phoenix Media Investment (Holdings) Limited 鳳凰衛視投資(控股)有限公司</u> .
2	The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies.	The Registered Office of the Company shall be at the offices of <u>Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands</u> .

Article number	Existing Articles	Articles as amended by the Proposed Amendments
2(1)	<u>WORD</u> <u>MEANING</u> "Company" Phoenix Satellite Television Holdings Limited	<u>WORD</u> <u>MEANING</u> "Company" <u>Phoenix Media Investment (Holdings) Limited</u>
87.(1)	Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.	Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not <u>less</u> than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

The Proposed Amendments are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the extraordinary general meeting to be convened by the Company (the “**EGM**”). Save for the above Proposed Amendments, other provisions of the Memorandum and Articles of Association remain unchanged. The Proposed Amendments will become effective upon the approval by the Shareholders at the EGM.

A circular containing, among other things, further details of the Proposed Amendments and notice of the EGM will be despatched to the Shareholders in due course.

By Order of the Board
Phoenix Media Investment (Holdings) Limited
YEUNG Ka Keung
Company Secretary

Hong Kong, 16 November 2018

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. JIAN Qin, 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)