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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)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) will be held on Thursday, 7 May 2020, at 3:00 p.m. at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolutions, which will be proposed as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

“**THAT:**

1. (i) the entering into of the New agreement dated 20 January 2020 (the “**New Agreement**”) between Phoenix New Media Limited (“**PNM**”), Long De Holdings (Hong Kong) Co., Limited and Longde Chengzhang (Tianjin) Investment Management Center (Limited Partnership) (together, the “**Long De Co-sale Entities**”) and Run Liang Tai Management Limited (the “**Purchaser**”) with respect to the proposed amendments to the terms of the disposal of certain equity interest in Particle Inc. (“**Cayman Company**”) and the transfer of certain equity interest in Beijing Yidianwangju Technology Co. Ltd.\* (北京一點網聚科技有限公司) under the share purchase agreement dated 22 March 2019 and the supplemental agreement dated 23 July 2019 entered into between PNM and the Purchaser and the co-sale right alleged by the Long De Co-sale Entities under the Eighth Amended and Restated Shareholders Agreement of Cayman Company and the articles of association of Cayman Company, pursuant to which the parties conditionally agreed to carry out the terms and conditions under the New Agreement, and all the transactions contemplated thereunder and incidental thereto be and are hereby approved, confirmed and ratified; and

- (ii) any director of the Company (the “**Director**”) or any other person authorized by the Directors be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.
2. (i) The proposed re-election of Mr. HUANG Tao as a non-executive director of the Company be and is hereby approved; and
- (ii) The board of Directors be and is hereby authorized to determine his remuneration, and to do all such acts and things to give effect to or in connection with this resolution.

By Order of the Board  
**YEUNG Ka Keung**  
*Company Secretary*

Hong Kong, 20 April 2020

*Registered Office:*

Cricket Square  
Hutchins Square  
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).
3. Where there are joint holders of any share, 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 be 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 Monday, 4 May 2020 to Thursday, 7 May 2020, both days 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 certificate(s) 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, 29 April 2020.
5. A form of proxy for use at the meeting is enclosed.
6. Shareholders of the Company are advised to read the circular of the Company dated 20 April 2020 which contains information concerning the resolutions to be proposed in this notice.
7. 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 resolutions at the meeting.

*\* for identification purpose only*

As at the date of this notice, 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. ZHANG Dong, Mr. HUANG Tao and Mr. SUN Qiang Chang*

***Independent Non-executive Directors***

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

*In the case of any inconsistency between the Chinese version and the English version of this notice, the English version shall prevail.*