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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Phoenix Media Investment (Holdings) Limited (“**Company**”) will be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Monday, 5 June 2023 at 3:00 p.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“**Director(s)**”) and independent auditor for the year ended 31 December 2022;
2. To re-elect Ms. WANG Haixia as a Non-executive Director;
3. To re-elect Mr. LEUNG Hok Lim as an Independent Non-executive Director;
4. To re-elect Mr. FANG Fenglei as an Independent Non-executive Director;
5. To authorise the board of directors of the Company (“**Board**”) to fix the remuneration of the Directors;
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration;

7. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (A) subject to paragraph (C) of this resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (D) of this resolution) all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) or securities convertible or exchangeable into Shares, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) or similar rights in respect thereof;
- (B) the mandate referred to in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (A) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined in paragraph (D) of this resolution); or
  - (ii) the exercise of the subscription rights under options granted under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of Shares or rights to subscribe for Shares; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time (“**Articles of Association**”); or
  - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed 20% of the aggregate number of issued Shares of the Company as at the date of passing this resolution and the said approval in paragraph (A) shall be limited accordingly;

(D) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, or an offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

8. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors of all the powers of the Company during the Relevant Period to buy-back Shares, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (B) the aggregate number of Shares which may be bought back by the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (C) the expression “Relevant Period” shall for the purpose of this resolution have the same meaning as assigned to it under ordinary resolution 7(D) of this notice.”

9. To consider as special business, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 7 and 8 set out in this notice, of which this resolution forms part, the aggregate number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution no. 7 be and is hereby increased and extended by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under resolution no. 8, provided that such number of Shares shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of passing this resolution (subject to adjustment in case of consolidation or subdivision of Shares).”

### **SPECIAL RESOLUTION**

10. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT:**

- (A) the proposed amendments to the Articles of Association as set out in the circular of the Company dated 25 April 2023 (“**Proposed Amendments**”) be and are hereby approved;
- (B) the Articles of Association incorporating and consolidating all the Proposed Amendments produced to the meeting marked “A” and signed by the chairman of the meeting for identification purposes be and is hereby approved and adopted as the second amended and restated Articles of Association (“**Amended and Restated Articles**”) in substitution for and to the exclusion of the existing Articles of Association with immediate effect; and
- (C) any one Director or company secretary of the Company be and is hereby authorised, acting singly, to execute all such documents and take all such steps as he or she may, in his or her absolute discretion, deem necessary, desirable or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles.”

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

Hong Kong, 25 April 2023

*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. Any member entitled to attend and vote at the meeting may appoint one or more 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 there of (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 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 Wednesday, 31 May 2023 to Monday, 5 June 2023 (both dates inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, all share transfers must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 30 May 2023.
5. A form of proxy for use at the meeting is enclosed.

As at the date of this announcement, the Board comprises:

***Executive Directors***

*Mr. XU Wei (Chairman and Chief Executive Officer) and Mr. SUN Yusheng (Deputy Chief Executive Officer and Editor-in-Chief)*

***Non-executive Directors***

*Ms. HO Chiu King, Pansy Catilina (Vice-chairman), Mr. SUN Guangqi, Mr. JIAN Qin and Ms. WANG Haixia*

***Independent Non-executive Directors***

*Mr. LEUNG Hok Lim, Mr. Thaddeus Thomas BECZAK, Mr. FANG Fenglei and Mr. ZHOU Longshan*