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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Phoenix Media Investment (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**MAJOR TRANSACTION
REGARDING THE DISPOSAL OF EQUITY
INTERESTS IN PARTICLE INC.,
AND
NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on 14 October 2020, at 3 p.m. is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof.

25 September 2020

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 10 August 2020 in relation to the Disposal
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Subsidiary B”	Beijing Yidian Wangju Interaction Technology Co., Ltd.*
“Beijing Subsidiary C”	Beijing Yidian Shuyu Technology Co., Ltd.* (北京一點數娛科技有限公司), a limited company established in the PRC on 1 December 2017 and a member of the Disposal Group
“Board”	the board of Directors
“business day”	a day (other than Saturdays and Sundays) on which banks are open for business in Hong Kong
“Cayman Company”	Particle Inc., an exempted company incorporated in the Cayman Islands on 22 July 2013 and a member of the Disposal Group
“Company”	Phoenix Media Investment (Holdings) Limited (鳳凰衛視投資(控股)有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Co-sale entities”	Shareholders of the Cayman Company who enjoy co-sale right according to constitutional documents of the Cayman Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal by PNM of the 2020 Target Shares to the Purchaser pursuant to the terms and conditions of the 2020 Agreement
“Disposal Group”	Cayman Company and its subsidiaries and entities controlled through contractual arrangements (including US Subsidiary, HK Subsidiary, Beijing Subsidiary A, Beijing Subsidiary B, Beijing Subsidiary C, Yidian Technology, Tianjin Subsidiary and Shandong Subsidiary)

DEFINITIONS

“EGM”	the 2020 second extraordinary general meeting of the Company to be convened and held at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on 14 October 2020, Wednesday to consider and, if thought fit, approve the entering of the 2020 Agreement between PNM and the Purchaser and all the transactions contemplated thereunder or incidental thereto
“ESOP”	the existing employee share option plan of Cayman Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK Subsidiary”	Particle (HK) Limited, a limited company incorporated in Hong Kong on 30 July 2013 and a member of the Disposal Group
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“independent third party(ies)”	independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquires, independent of the Company and its connected persons
“Latest Practicable Date”	means 23 September 2020, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long De Chengzhang”	Long De Chengzhang Culture Communication (Tianjin) Co., Ltd. (龍德成長文化傳播(天津)有限公司), a limited company established in the PRC on 20 February 2017, a shareholder of the Cayman Company and an independent third party of the Company and PNM
“Long De Co-sale Entities”	Long De HK and Long De Tianjin
“Long De HK”	Long De Holdings (Hong Kong) Co., Limited, a shareholder of the Cayman Company
“Long De Second Completion”	see definition under the heading “Completion Arrangements of the Co-sale Shares” on page 7 of the announcement dated 20 January 2020

DEFINITIONS

“Long De Second Completion Consideration”	see definition under the heading “Completion Arrangements of the Co-sale Shares” on page 7 of the announcement dated 20 January 2020
“Long De Tianjin”	Longde Chengzhang (Tianjin) Investment Management Center (Limited Partnership)
“Long Stop Date”	see definition under the heading “Termination” of this circular
“Mr. Chen”	Mr. Chen Ming (陳明), a nominee to hold approximately 43.75% of the entire equity interest in Yidian Technology (representing RMB4,377,669 of the registered share capital in Yidian Technology) according to the Contractual Arrangements as of the date of signing the Share Purchase Agreement. Mr. Chen is a director of Phoenix New Media (Hong Kong) Company Limited, Beijing Fenghuang Tianbo Network Technology Co., Ltd.* (北京鳳凰天博網絡技術有限公司) and Shanghai Yixi Network Technology Co. Ltd.* (上海億息網絡技術有限公司), each a subsidiary of the Group
“normal commercial terms or better”	has the meaning ascribed to it under the Listing Rules
“Original Deposit”	see definition under the heading “Introduction” of this circular
“percentage ratios”	the applicable percentage ratios set out in Rule 14.07 of the Listing Rules
“Pledged Shares”	see definition under the heading “Introduction” of this circular
“PNM”	Phoenix New Media Limited, a company incorporated in the Cayman Islands with limited liability, an indirect non-wholly owned subsidiary of the Company whose shares are listed by way of American depositary shares on the New York Stock Exchange in the United States
“PNM First Completion”	see definition under the heading “Proposed Amendments to the Terms of the Disposal” on page 4 of the announcement dated 20 January 2020
“PNM Group”	PNM and its subsidiaries
“PNM Loan”	see definition under the heading “Introduction” of this circular

DEFINITIONS

“PNM Second Completion”	see definition under the heading “Proposed Amendments to the Terms of the Disposal” on page 4 of the announcement dated 20 January 2020
“PNM Second Completion Shares”	see definition under the heading “Proposed Amendments to the Terms of the Disposal” on page 4 of the announcement dated 20 January 2020
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Announcements”	the announcements of the Company dated 27 February 2019, 25 March 2019, 30 May 2019, 28 June 2019, 25 July 2019, 22 October 2019 and 20 January 2020, respectively, in relation to the Previous Agreements and transactions contemplated thereunder
“Previous Circulars”	the circulars of the Company dated 14 May 2019, 4 October 2019 and 20 April 2020, respectively, in relation to the Previous Agreements and transactions contemplated thereunder
“Previous SPA”	see definition under the heading “Introduction” of this circular
“Purchaser”	Run Liang Tai Management Limited, a company with limited liability incorporated in Hong Kong on 27 April 2016
“Residual Consideration Deposit”	a deposit in respect of the residual of the Consideration in the amount of US\$50 million
“Residual Consideration Deposit Interest”	the interest accrued from the Residual Consideration Deposit
“RMB”	Renminbi, the lawful currency of the PRC
“Revised Residual Consideration”	see definition under the heading “Completion of the Disposal as revised by the New Agreement” on page 10 of the announcement dated 20 January 2020
“Shandong Subsidiary”	Shandong Yidian Zhiyue Information Technology Co., Ltd.* (山東一點智越信息科技有限公司), a limited company established in the PRC on 20 December 2017 and a member of the Disposal Group

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the Company
“Shareholder(s)”	holder(s) of the Shares
“Shareholders Agreement”	The Eighth Amended and Restated Shareholders Agreement of the Cayman Company dated 8 August 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Subsidiary”	Tianjin Yidian Xintong Technology Co., Ltd.* (天津一點信通科技有限公司), a limited company established in the PRC on 28 April 2018 and a member of the Disposal Group
“US\$”, “USD” or “US dollars”	United States dollars, the lawful currency of the United States
“US Subsidiary”	Particle Media Inc., a limited company incorporated in the State of Delaware on 2 September 2016 and a member of the Disposal Group
“WFOE” or “Beijing Subsidiary A”	Beijing Particle Information Technology Co., Ltd.* (北京一點網聚信息技術有限公司), a limited company established in the PRC on 24 December 2013 and a member of the Disposal Group
“Yidian Technology”	Beijing Yidianwangju Technology Co., Ltd.* (北京一點網聚科技有限公司), a limited company established in the PRC on 23 August 2013 and a member of the Disposal Group
“%”	per cent
“2020 Agreement”	see definition under the heading “Introduction” of this circular
“2020 Offshore Share Transfer”	see definition under the heading “Introduction” of this circular
“2020 Offshore Target Shares”	see definition under the heading “Introduction” of this circular
“2020 Offshore Target Shares Purchase Price”	see definition under the heading “Sale and Purchase of 2020 Target Shares” of this circular
“2020 Onshore Share Transfer”	see definition under the heading “Introduction” of this circular
“2020 Onshore Target Shares”	see definition under the heading “Introduction” of this circular
“2020 Onshore Target Shares Purchase Price”	see definition under the heading “Introduction” of this circular

DEFINITIONS

“2020 Payable Amount” see definition under the heading “Sale and Purchase of 2020 Target Shares” of this circular

“2020 Target Shares” see definition under the heading “Introduction” of this circular

**for identification purpose only*

For the purpose of this circular, unless otherwise specified, (i) conversions of RMB into Hong Kong dollars are based on the approximate exchange rates of RMB1.00 to HK\$1.14 and (ii) conversions of the US dollars into Hong Kong dollars are based on the approximate exchange rates of US\$1.00 to HK\$7.8. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

LETTER FROM THE BOARD



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)

Executive Directors:

LIU Changle (*Chairman*)

CHUI Keung

WANG Ji Yan

Non-executive Directors:

JIAN Qin

ZHANG Dong

HUANG Tao

SUN Qiang Chang

Independent non-executive Directors:

LEUNG Hok Lim

Thaddeus Thomas BECZAK

FANG Fenglei

HE Di

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

25 September 2020

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION
REGARDING THE DISPOSAL OF EQUITY
INTERESTS IN PARTICLE INC.,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

References are made to the Previous Announcements, Previous Circulars and the Announcement in relation to the Disposal. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Previous Announcements, the Previous Circulars and the Announcement.

LETTER FROM THE BOARD

PNM and the Purchaser entered into the Share Purchase Agreement on 22 March 2019, the Supplemental Agreement on 23 July 2019 and together with Long De Co-sale Entities, entered the New Agreement on 20 January 2020 (collectively, the “**Previous SPA**”). Pursuant to the Previous SPA, PNM agreed to sell and the Purchaser agreed to purchase 27,639,580 series B preferred shares and 174,923,596 series C preferred shares of Cayman Company for a consideration of US\$427,336,067. As of the Latest Practicable Date, PNM First Completion has taken place when 94,802,752 preferred shares (being 27,639,580 series B preferred shares and 67,163,172 series C preferred shares) in Cayman Company has been transferred to the Purchaser. Pursuant to the Previous SPA, the Purchaser shall pay to PNM the Revised Residual Consideration on or before 10 August 2020 to purchase the PNM Second Completion Shares, which obligation was not subject to any outstanding condition. Pursuant to the Previous SPA, the amount of the consideration for Long De Co-sale Entities to transfer 4,584,209 series D1 preferred shares in Cayman Company to the Purchaser is US\$9,671,045.96, which was paid by an interest free loan of US\$9,671,045.96 from PNM to the Purchaser (“**PNM Loan**”). Pursuant to the Previous SPA, the Purchaser has pledged 4,584,209 series D1 preferred shares of Cayman Company (“**Pledged Shares**”) to PNM to secure the repayment of the PNM Loan.

On 7 August 2020, PNM (a subsidiary of the Company) entered into an agreement (the “**2020 Agreement**”) with the Purchaser, which has become legally binding upon PNM’s receipt of the 2020 Payable Amount (as defined below) from the Purchaser on 10 August 2020.

Pursuant to the 2020 Agreement, the parties agreed that:

- (i) PNM shall sell and the Purchaser shall purchase (the “**2020 Offshore Share Transfer**”) 140,248,775 preferred shares (being 116,604,684 series C preferred shares and 23,644,091 series D1 preferred shares) in Cayman Company (the “**2020 Offshore Target Shares**”), and
- (ii) PNM shall designate the onshore transferor (Mr. Chen) to sell (the “**2020 Onshore Share Transfer**”) approximately 42.9% equity interest held by PNM in Yidian Technology (representing RMB4,292,617 of the registered share capital in Yidian Technology) (the “**2020 Onshore Target Shares**”, together with 2020 Offshore Target Shares, the “**2020 Target Shares**”) to the Purchaser’s designee.

As of the Latest Practicable Date, PNM has received US\$50,714,413 from the Purchaser, comprising of the Residual Consideration Deposit of US\$50 million and interests accrued from the Deposit of US\$100 million (collectively the “**Original Deposit**”), and has also received the 2020 Payable Amount.

According to the terms of the 2020 Agreement, the Previous SPA, the transactions contemplated thereunder which have not been completed (including the PNM Second Completion under the very substantial disposal for the Previous SPA as set out in the Company’s circular dated 20 April 2020) and the parties’ rights and obligations thereunder have been terminated and no party shall be liable for any antecedent breach thereunder.

LETTER FROM THE BOARD

THE 2020 AGREEMENT

The following summarizes the principal terms of the 2020 Agreement.

Date: 7 August 2020

Parties:

Vendor : Phoenix New Media Limited, an indirect non-wholly owned subsidiary of the Company

Purchaser : Run Liang Tai Management Limited

The Purchaser is a company with limited liability incorporated under the laws of Hong Kong on 27 April 2016, with principal business in investment holding.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner, Mr. YANG Yuxiang, is an independent third party.

Sale and Purchase of 2020 Target Shares

The purchase price payable by the Purchaser for the 2020 Offshore Target Shares is US\$150,000,000 (the “**2020 Offshore Target Shares Purchase Price**”) and the purchase price for the 2020 Onshore Target Shares is RMB4,292,617 (the “**2020 Onshore Target Shares Purchase Price**”). The Purchaser has paid the full amount of the 2020 Offshore Target Shares Purchase Price less the Original Deposit (the “**2020 Payable Amount**”) to the bank account designated by PNM.

Completion of 2020 Offshore Share Transfer

Unless waived by PNM in writing, completion shall take place upon satisfaction of the following conditions:

- (a) approval having been obtained from the Shareholders at a Shareholders’ meeting;
- (b) the Stock Exchange and other relevant authorities (if applicable) having no objection to the announcement(s) and circular(s) issued by the Company related to the transaction contemplated under the 2020 Agreement;
- (c) the Purchaser having fully performed its payment obligations under section “Co-sale” below and provided PNM with reasonable evidence to prove it; and
- (d) the Purchaser having fully performed its obligation to transfer the Pledged Shares.

LETTER FROM THE BOARD

Notwithstanding any waiver by PNM of condition (d), the Purchaser shall remain liable for such transfer or repayment after the completion of the 2020 Offshore Share Transfer.

Within three (3) business day (or within such other period as agreed by the parties) from the satisfaction (or waiver) of all above conditions, the completion of the 2020 Offshore Share Transfer shall take place by remote exchange of electronic documents between both parties or other method as agreed by the parties.

PNM shall use commercially reasonable efforts to cooperate with Cayman Company to provide the Purchaser with a share certificate in respect of the 2020 Offshore Target Shares and an updated register of members of Cayman Company within ten (10) business days after the completion.

Completion of 2020 Onshore Share Transfer

Upon the completion of 2020 Offshore Share Transfer, PNM shall designate the onshore transferor to enter into a transfer agreement to transfer the 2020 Onshore Target Shares to the designee of Purchaser within a reasonable period as informed by the Purchaser in writing and cooperate with the Purchaser to change the commercial registration of Yidian Technology. After the change of commercial registration, designee of the Purchaser shall pay the onshore transferor or other entity agreed by both parties in writing the 2020 Onshore Target Shares Purchase Price.

Previous SPA

Upon the 2020 Agreement becoming legally binding, the Previous SPA, the transactions contemplated thereunder which have not been completed (including the PNM Second Completion under the very substantial disposal for the Previous SPA as set out in the Company's circular dated 20 April 2020) and the parties' rights and obligations thereunder have been terminated and no party shall be liable for any antecedent breach thereunder. As the Long De Second Completion is conditional upon PNM Second Completion, all transactions related to Long De Second Completion have been terminated and no party shall be liable to the Long De Co-sale Entities. The Original Deposit transferred under Previous SPA shall remain valid under the 2020 Agreement.

LETTER FROM THE BOARD

Pledged Shares

The Purchaser shall procure its designee (the registered owner of the Pledged Shares) to transfer the Pledged Shares to PNM. Within five (5) business days after the 2020 Agreement has become legally binding, the Purchaser shall procure its designee to provide the Cayman Company with all necessary documents for change of registration. Within twenty (20) business days (or such period as agreed by both parties) of the transfer, the Purchaser shall provide PNM with the share certificate for the Pledged Shares and a copy of the shareholders' register showing PNM as the holder of the Pledged Shares as certified by the registered Cayman agent of Cayman Company. The Purchaser shall guarantee that the Pledged Shares are not subject to any other pledge, escrow, judicial restriction or any other rights unless specified by the constitutional documents of the Cayman Company. After the above transfer of the Pledged Shares, the Purchaser shall no longer be liable to repay the PNM Loan. If the Purchaser fails to complete the above transfer and change of registration because of its own fault within forty (40) business days (or such period as agreed by both parties) after the 2020 Agreement has become legally binding, the Purchaser shall repay the full amount of PNM Loan within five (5) business days, failing which PNM shall be entitled to claim its actual loss against the Purchaser for not less than the principal amount of the PNM Loan and up to US\$50,000,000.

The pledge of the Pledged Shares and PNM's right to foreclose the same have been set out in the Company's circular dated 20 April 2020 and approved by the Shareholders at the general meeting held on 7 May 2020. As at the Latest Practicable Date, the Purchaser has completed the transfer of the Pledged Shares to PNM.

Covenants

PNM shall use commercially reasonable effort to satisfy conditions (a) and (b) under the section "Completion of 2020 Offshore Share Transfer" and to procure related parties within PNM and the Company's control to vote for the 2020 Agreement and transactions thereunder at general meeting.

After the full payment of 2020 Offshore Target Shares Purchase Price and the completion of 2020 Offshore Share Transfer, the Purchaser is entitled to appoint two directors in the Cayman Company to replace the original two directors appointed by PNM and shall be entitled to 3 votes according to the prevailing constitutional documents. PNM shall cooperate with the Purchaser to complete the replacement of directors.

PNM shall use commercially reasonable efforts to cooperate with the Purchaser to procure WFOE to provide a loan of RMB4,292,617 to the designee of the Purchaser. Upon the onshore transferor (or other entity agreed by both parties in writing) receiving the 2020 Onshore Target Shares Purchase Price, PNM shall procure it to repay the outstanding loan of RMB4,292,617 owed to WFOE within a reasonable time.

LETTER FROM THE BOARD

Co-sale

Upon the 2020 Agreement becoming legally binding, PNM may notify the Co-sale Entities who enjoy co-sale right over the 2020 Offshore Target Shares. If any of the Co-sale Entities exercises its co-sale right pursuant to the terms of the Shareholders Agreement and the articles of association of the Cayman Company, the Purchaser shall pay the Co-sale Entities who exercise the co-sale right at the price of US\$1.06952805826 per share no later than the satisfaction of all conditions set out in section “Completion of 2020 Offshore Share Transfer”. As of the Latest Practicable Date, the deadline has expired for any of the Co-sale Entities to exercise its co-sale right pursuant to the terms of the Shareholders Agreement and the articles of association of the Cayman Company, and PNM has not received any notice to exercise from any of the Co-sale Entities.

For the avoidance of doubt, notwithstanding any contrary provision in the Shareholder’s Agreement or articles of association of the Cayman Company, exercising of co-sale right shall not affect the Purchaser’s obligation to purchase 2020 Offshore Target Shares and pay the 2020 Offshore Target Shares Purchase Price.

Termination

The 2020 Agreement and transactions contemplated thereunder can be terminated upon the following:

- (I) if both parties agree to terminate in writing;
- (II) if PNM notifies the Purchaser in writing to terminate the 2020 Agreement, in the event (i) the Purchaser fails to pay the Co-sale Entities in accordance with the section “Co-sale”; or (ii) the Purchaser fails to procure its designated investment entity which holds the First Completion Offshore Sale Shares to authorize PNM to enjoy shareholder’s rights except for economic benefits in the Cayman Company on behalf of the designated investment entity until the completion of 2020 Offshore Share Transfer;
- (III) if any of the parties notifies the other party in writing to terminate the 2020 Agreement, in the event condition (a) or (b) under the section “Completion of 2020 Offshore Share Transfer” remains unsatisfied upon the expiry of 4 months (or such longer period as agreed by both parties in writing) (the “**Long Stop Date**”) after the 2020 Agreement has become legally binding for reasons beyond the reasonable control of PNM; or
- (IV) if the Purchaser notifies PNM in writing to terminate the 2020 Agreement, in the event (i) PNM fails to discharge certain specific obligations for the transfer of the 2020 Offshore Target Shares; or (ii) if the Stock Exchange and other relevant authorities have approved the issue of the announcement(s) and circular(s) related to the Disposal, and condition (a) under the section “Completion of 2020 Offshore Share Transfer” remains unsatisfied on the Long Stop Date for reasons within the reasonable control of PNM (including related parties within the control of PNM and the Company voting against the Disposal).

LETTER FROM THE BOARD

If the 2020 Agreement is terminated in situation (I) above, the Original Deposit and the 2020 Payable Amount shall be subject to further negotiation and agreement between the parties.

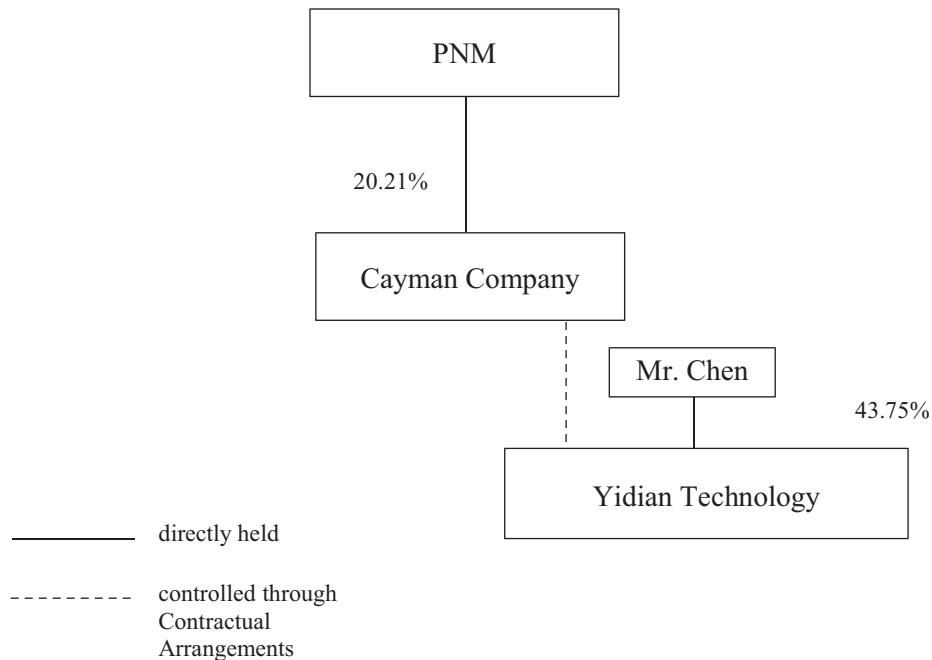
If the 2020 Agreement is terminated in situation (II) above, PNM shall be entitled to forfeit the Original Deposit and relevant interests accrued and also US\$50,000,000 from the 2020 Payable Amount. PNM shall return to the Purchaser the balance of the 2020 Payable Amount and relevant interests accrued within five (5) business days after the termination of the 2020 Agreement.

If the 2020 Agreement is terminated in situation (III) above, PNM shall return to the Purchaser the 2020 Payable Amount with interests accrued within five (5) business days, but shall be entitled to forfeit the Original Deposit with interests accrued.

If the 2020 Agreement is terminated in situation (IV) above, PNM shall return to the Purchaser the 2020 Payable Amount with interests accrued, the Original Deposit and a penalty of US\$50,000,000 within five (5) business days.

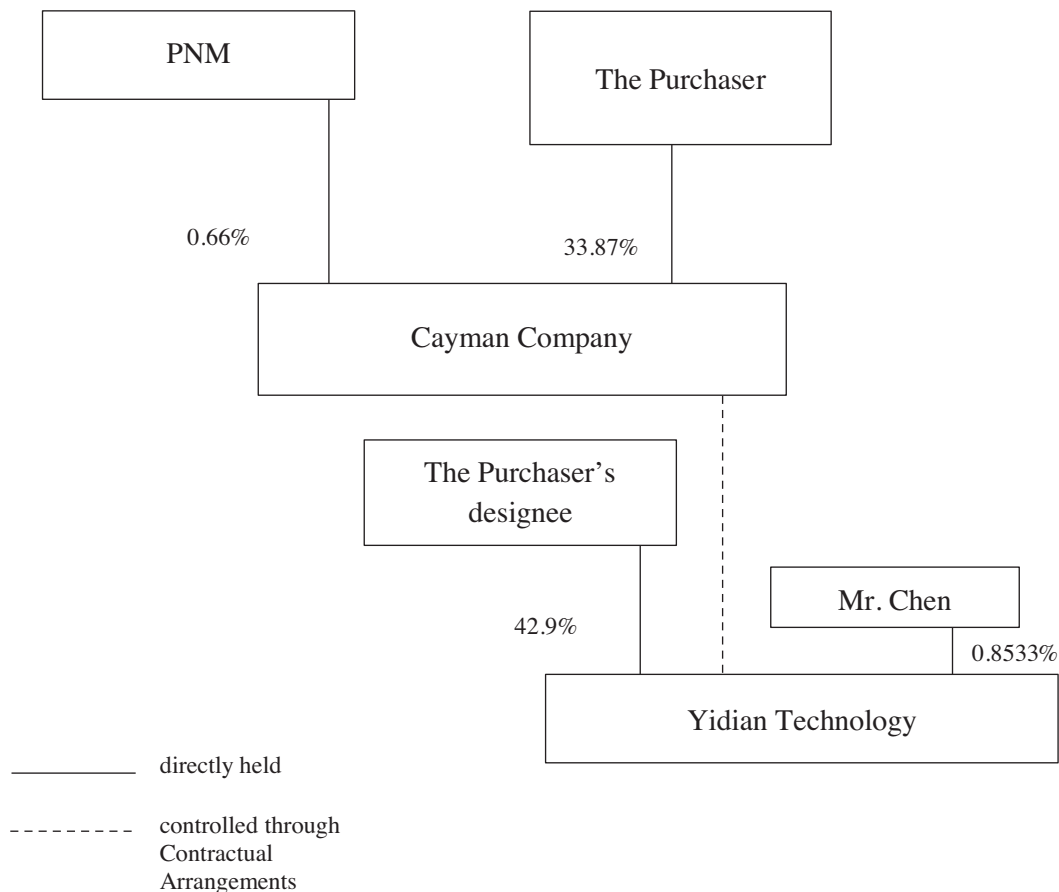
Simplified Shareholding Structure of the Disposal Group

The following diagram sets out the simplified shareholding structure of Cayman Company and Yidian Technology as at the Latest Practicable Date (after issuance of additional shares under the ESOP):



LETTER FROM THE BOARD

The following diagram sets out the simplified shareholding structure of Cayman Company and Yidian Technology following the completion of the Disposal and the transferring of the Pledged Shares (after the issuance of additional shares under the ESOP):



INFORMATION ON THE PARTIES

The Disposal Group

The principal business activities of the Disposal Group are the operation of Yidian Zixun (「一點資訊」), or Yidian, a personalized news and life-style information application in China that allows users to define and explore desired content on their mobile devices. Cayman Company is an investment holding company incorporated in the Cayman Islands and indirectly holds the entire equity interest of WFOE. The share capital of Cayman Company comprised 693,980,936 shares as at the Latest Practicable Date (after the issuance of additional shares under the ESOP). Yidian Technology is a limited company established in the PRC on 23 August 2013 and currently holds a license issued by the CAC for the operation of the Internet (PC and mobile) news information services and the operation of Yidianhao (「一點號」), Yidian's we-media platform, in China. Under the Contractual Arrangements, WFOE has acquired effective control over the financial and operational management and results of Yidian Technology and has become entitled to all the economic benefits generated by the business operated by Yidian Technology and its subsidiaries.

LETTER FROM THE BOARD

FINANCIAL INFORMATION RELATING TO THE DISPOSAL GROUP

The audited loss before and after taxation of the Disposal Group for the year ended 31 December 2018 was approximately RMB464,495,000 (approximately HK\$529,524,300) and RMB464,495,000 (approximately HK\$529,524,300), respectively. The audited loss before and after taxation of the Disposal Group for the year ended 31 December 2019 was approximately RMB250,348,000 (approximately HK\$285,396,720) and RMB250,348,000 (approximately HK\$285,396,720), respectively. The unaudited loss before and after taxation of the Disposal Group for the six months ended 30 June 2020 was approximately RMB171,071,000 (approximately HK\$195,020,940) and RMB171,071,000 (approximately HK\$195,020,940), respectively.

The carrying value of the investments in Cayman Company measured at fair value as at 30 June 2020 was approximately HK\$1,158,267,000, based on an independent valuation as at 30 June 2020 conducted by an independent valuer engaged by PNM to assist in the determination of fair value of the investments as at 30 June 2020 for financial reporting purpose, the details of which are also disclosed in the Company's published financial reports. Such independent valuation was based on scenario analysis, the weighted average valuation results derived from both the discounted cash flow model and the markets approach, and the probability of each scenario.

BASIS OF CONSIDERATION

The consideration for the 2020 Target Shares under the 2020 Agreement was determined based on normal commercial terms and after arm's length negotiations between PNM and the Purchaser with reference to a preliminary valuation of the Disposal Group at approximately RMB4,676,000,000 (the "**Preliminary Valuation**") (22.45% of which is owned by PNM with a value of RMB1,050,000,000), taking into account various factors including (a) the price to sales ratio of listed market comparables, including A-share listed People.cn (人民網) and Xinhuanet (新華網) and NASDAQ listed Qutoutiao Inc. (趣頭條), which are all PRC internet companies principally engaged in the provision of contents and whose principal businesses are similar to that of the Disposal Group; (b) the business and financial performance of Yidian Technology in the first half of 2020 which was below expectation and not satisfactory; and (c) the need to strengthen PNM's cash position for other investment opportunities. In arriving at the Preliminary Valuation, the PNM management has adopted the average price to sales ratio of the A-share listed comparables, and noted that the Preliminary Valuation is substantially higher than that using the price to sales ratio of the US-listed comparable. The Preliminary Valuation has also ascribed a discount factor to reflect the unlisted status of the Disposal Group (as compared to the above market comparables which are all listed issuers), and a premium factor to reflect the level of control over the Cayman Company carried by the aggregate shareholding interests therein sold by PNM to the Purchaser.

The Directors have considered the Preliminary Valuation, including the aforesaid methodology adopted by the PNM management, and in particular factors such as the independent management of PNM as a listed issuer and the PNM management's first-hand knowledge and deep understanding of the Yidian Technology investment. In the circumstances, nothing has come to the attention of the Directors to query the fairness and reasonableness of the Preliminary Valuation which the Directors have accepted on the above basis.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is a satellite television operator and, through its subsidiaries, is a leading satellite television operator broadcasting in the PRC as well as worldwide. Apart from satellite television broadcasting, the Group now has a diversified business portfolio covering internet media, outdoor media, animated comics, games, digital technologies, creative cultural, cloud technology services, education, exhibitions and other fields.

PNM (NYSE: FENG) is a leading new media company providing premium content on an integrated Internet platform, including PC and mobile, in China. Having originated from a leading global Chinese language TV network based in Hong Kong, Phoenix TV, PNM enables consumers to access professional news and other quality information and share user-generated content on the Internet through their PCs and mobile devices. PNM's platform includes its PC channel, consisting of ifeng.com website, which comprises interest-based verticals and interactive services; its mobile channel, consisting of mobile news applications, mobile video application, digital reading applications and mobile Internet website; and its operations with the telecom operators that provides mobile value-added services telecom operators that provides mobile value-added services.

The Purchaser has recently communicated with PNM about the arrangement of PNM Second Completion and wished to replace it with new terms. PNM considered various factors, including (i) business and financial performance of Yidian Technology; (ii) the uncertainties involved in any legal action to resolve the matter and the time, cost and management attention that will be incurred; (iii) the financial burden and investment risk faced by PNM if PNM Second Completion cannot be completed timely; (iv) the time required to find new buyers; and (v) PNM's plan to realize its investment gain in Yidian Technology and recoup the cash invested as soon as possible. Having considered the above factors, in particular that PNM will achieve a substantial gain from its investment in Yidian Technology despite the price per share under the 2020 Agreement is lower than the favorable price per share that PNM obtained under the terms of the Previous SPA, the PNM management considered that the prompt realization of investment in Yidian Technology and recoupment of cash through the 2020 Agreement is in line with PNM's investment strategy in relation to Yidian Technology and in the interest of PNM and its shareholders. For illustration purpose only, the price per Cayman Company share to be sold by PNM immediately before the entering into of the 2020 Agreement was US\$2.1096434, and the price per Cayman Company share to be sold by PNM under the 2020 Agreement is US\$1.06952805826.

LETTER FROM THE BOARD

The Directors note that although the Purchaser was under an obligation to pay to PNM the Revised Residual Consideration on or before 10 August 2020 to purchase the PNM Second Completion Shares (which obligation was not subject to any outstanding condition) before the entering into of the 2020 Agreement, resorting directly to legal action or enforcement proceedings may not be in the best interest of the Company or PNM, taking into account the factors (i) to (v) as set out in the preceding paragraph. Legal action as a means to resolve the matter will involve substantial uncertainties (including the uncertainty in successfully enforcing any favorable judgment even if it is obtained), as well as time, cost and management attention. On the other hand, recouping significant amount of cash without further delay by way of the 2020 Agreement will have a positive impact on PNM's business operations. Based on the PNM management analysis above, and taking into account factors such as the independent management of PNM as a listed issuer, the PNM management's first-hand knowledge and deep understanding of the Yidian Technology investment despite the reduced price per Cayman Company share brought about by the 2020 Agreement, and that PNM will achieve a substantial gain overall from its investment in Yidian Technology, the Directors consider that the terms of the 2020 Agreement are fair and reasonable and in the interest of the Company and its Shareholders taking the Yidian Technology investment as a whole.

FINANCIAL EFFECTS

The outstanding shares held by PNM in Cayman Company (approximately 20.20% of the equitable interest) was previously recognized as "financial assets at fair value through profit or loss" with fair value of approximately HK\$1,158,267,000 as at 30 June 2020 (as at 30 June 2019 held approximately 37.63% of the equitable interest in Cayman Company: approximately HK\$2,592,665,000).

Subject to and upon the completion of the Disposal, it is estimated that the Company will recognize an unaudited gain on the disposal (before tax and expenses) of approximately HK\$4,233,000 for the second half of year ending 31 December 2020, which was calculated with reference to the carrying value of approximately HK\$1,158,267,000. The actual gain as a result of the Disposal to be recorded by the Company is subject to audit and will be assessed after the completion of the Disposal.

After the transfer of the Pledged Shares, the Purchaser shall no longer be liable to repay the PNM Loan of US\$9.6 million. The estimated value of the Pledged Shares was approximately US\$6.8 million. The Company provided an unaudited revaluation loss of approximately US\$2.8 million for the first half of year ending 31 December 2020, which was the difference between PNM Loan and fair estimated of the Pledged Shares.

Upon the transfer of Pledged Shares to PNM, the 4,584,209 series D1 preferred shares of Cayman Company held by PNM will be recorded as "financial assets at fair value through profit and loss".

LETTER FROM THE BOARD

INTENDED USE OF PROCEEDS FROM THE DISPOSAL

The estimated net proceeds of US\$135 million (RMB945 million) (which was calculated based on the 2020 Offshore Target Shares Purchase Price netting off the disposal related taxes and expenses) derived from the Disposal will be held in cash, deposits or short-term investments, subject to the ongoing assessment of PNM's business development and funding requirements from time to time for future allocation of all or part of the proceeds to various potential uses, including but not limited to enhancing the operational capability of PNM's existing business, financing possible investment(s) and/or making dividend payment(s), if any.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the relevant percentage ratios under the Listing Rules in respect of the Disposal exceed 25% but are below 75%, the Disposal will constitute a major transaction for the Company and is subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, none of the Shareholders and their respective close associates has a materially different interest in the Disposal contemplated under the 2020 Agreement and the transactions contemplated thereunder or incidental thereto. No Shareholder is required to abstain from voting in respect of the resolution approving the 2020 Agreement and the transactions contemplated thereunder or incidental thereto at the EGM.

Completion of the transactions contemplated under the 2020 Agreement is subject to the satisfaction of the conditions disclosed in this circular and may or may not materialize. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM at No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on 14 October 2020 at 3 p.m. to consider and approve the 2020 Agreement and the transactions contemplated thereunder or incidental thereto. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Any Shareholder with a material interest in the Disposal and his/her/its associate(s) are required to abstain from voting on the resolution approving the 2020 Agreement and the transactions contemplated thereunder or incidental thereto in accordance with the Listing Rules.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, none of the Shareholders has a materially different interest in the Disposal contemplated under the 2020 Agreement and the transactions contemplated thereunder or incidental thereto. No Shareholder is required to abstain from voting in respect of the resolution approving the 2020 Agreement and the transactions contemplated thereunder or incidental thereto at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2020 Agreement and the transactions contemplated thereunder or incidental thereto are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 9 October 2020 to 14 October 2020 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining Shareholders who are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 8 October 2020.

GENERAL

Shareholders and potential investors of the Company should note that, the completion of the transactions contemplated under the 2020 Agreement is subject to the satisfaction of the conditions disclosed in section "Completion of 2020 Offshore Share Transfer" and may or may not materialize.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Phoenix Media Investment (Holdings) Limited
LIU Changle
Chairman

FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Company for each of the financial years ended 31 December 2017, 2018 and 2019 are disclosed in the annual reports of the Company for the years ended 31 December 2017, 2018 and 2019 respectively and the financial information for the 6-month period ended 30 June 2020 is disclosed in the interim report of the Company for the 6-month period ended 30 June 2020.

The above financial statements of the Group disclosed in the annual/interim reports are published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's professional investor relations website (www.irasia.com/listco/hk/phoenixtv). The quick links to the above annual/interim reports of the Company are set out below:

Annual report for the financial year ended 31 December 2017 (pages 113 to 235)	http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0423/LTN20180423784.pdf (English version) http://www3.hkexnews.hk/listedco/listconews/SEHK/2018/0423/LTN20180423785_c.pdf (Chinese version)
Annual report for the financial year ended 31 December 2018 (pages 161 to 375)	https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0424/ltn20190424774.pdf (English version) https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0424/ltn20190424775_c.pdf (Chinese version)
Annual report for the financial year ended 31 December 2019 (pages 157 to 351)	https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0420/2020042000327.pdf (English version) https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0420/2020042000328_c.pdf (Chinese version)
Interim report for the 6 months ended 30 June 2020 (pages 32 to 84)	https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0903/2020090300711.pdf (English version) https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0903/2020090300712_c.pdf (Chinese version)

STATEMENT OF INDEBTEDNESS**Bank loans, other borrowings, mortgages and charges**

As at the close of business on 31 July 2020, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the aggregated outstanding borrowings of the Group comprised approximately HK\$401 million secured and interest bearing bank borrowings and HK\$378 million non-interest bearing loans from non-controlling shareholders of subsidiaries.

As at 31 July 2020, the land and property in Chaoyang Park, Beijing recorded in right-of-use assets, property, plant and equipment and investment properties respectively were pledged with a bank to secure a bank borrowing of HK\$60 million to fund the investment in Phoenix International Media Centre in Beijing. Bank deposit of approximately HK\$387 million was pledged with a bank to secure bank borrowings of HK\$340 million to optimize return through interest difference and arrangement of external security within the loan. The property in the United States was pledged with a bank to secure a bank borrowing of HK\$2 million.

Lease liabilities

As at 31 July 2020, the Group, as a lessee, had outstanding unpaid contractual lease payments which represent undiscounted lease payments in relation to the remaining lease terms of certain lease contracts which are unsecured and unguaranteed. As at 31 July 2020, the Group had total lease liability amounting to HK\$702 million.

WORKING CAPITAL STATEMENT

After taking into account the financial resources available to the Group, including the proceeds from the Disposal, the Directors are of the opinion that in the absence of unforeseen circumstances, the Group will have sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

MATERIAL ADVERSE CHANGE

Save as disclosed in the Company's annual report for the financial year ended 31 December 2019 or its interim report for the six months ended 30 June 2020, the Directors were not aware of any material adverse change in the financial or trading position or prospect of the Company since 31 December 2019, the date to which the latest audited financial statements of the Company were made up, up to and including the Latest Practicable Date.

FINANCIAL AND TRADING PROSPECTS

In line with its investment strategy and policy, the Group will continue to identify appropriate investment and divestment opportunities that fit the objective and investment criteria of the Group. It is expected that these investments will generate more consistent and stable (or less volatile) returns to the Group and, in turn, the Shareholders.

While the Group currently has sufficient financial resources for its future investment, it will continue to seek appropriate investment or divestment opportunities so as to bring positive impact on the operating and financial results of the Group in the foreseeable future.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DIRECTORS' INTERESTS**Interests in securities**

As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which such Director or chief executive was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(I) Long position in the Shares and underlying Shares of the Company**(A) Ordinary Shares of the Company**

Name of Director	Number of ordinary Shares held			Position	Approximate shareholding percentage as at the Latest Practicable Date
	Personal/other interest	Corporate interest	Total interest		
LIU Changle (Note 2)	2,688,000	1,881,046,000	1,883,734,000	Long	37.72%

Notes:

- As at the Latest Practicable Date, the number of issued Shares of the Company was 4,993,469,500.
- As at the Latest Practicable Date, Mr. LIU Changle was the beneficial owner of 100% of the issued share capital of Today's Asia Limited, which in turn had an interest in approximately 37.67% of the issued share capital of the Company.

(B) *Share options granted to the Directors pursuant to the share option scheme adopted by the Company on 2 February 2017:*

Name of Director	Date of grant	Exercise period	Exercise price per Share (HK\$)	Underlying Shares pursuant to the share options as at the Latest Practicable Date
LIU Changle	2017.03.21	2018.03.21 to 2027.03.20	1.41	4,900,000
CHUI Keung	2017.03.21	2018.03.21 to 2027.03.20	1.41	3,900,000
WANG Ji Yan	2017.03.21	2018.03.21 to 2027.03.20	1.41	3,900,000
LIU Diandian*	2017.03.21	2018.03.21 to 2027.03.20	1.41	120,000

* *Liu Diandian is a daughter of Liu Changle*

(II) *Long position in the shares and underlying shares of an associated corporation of the Company*

(A) *Class A ordinary shares of PNM*

Name of Director	Number of class A ordinary shares of PNM held			Position	Approximate shareholding percentage as at the Latest Practicable Date
	Personal/other interest	Corporate interest	Total interest		
LIU Changle (Note 3)	—	1,483,200	1,483,200	Long	0.56%

Notes:

- As at the Latest Practicable Date, the number of the issued class A ordinary shares of PNM was 265,935,266.
- PNM is a non-wholly owned subsidiary of the Company.
- As at the Latest Practicable Date, Mr. LIU Changle was the beneficial owner of 100% of the issued share capital of Today's Asia Limited, which in turn had an interest in approximately 0.56% of the issued class A ordinary shares of PNM.

(B) As at the Latest Practicable Date, no share option was granted to the Directors pursuant to the 2018 share option scheme adopted by PNM on 6 June 2018.

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, none of the Directors and the chief executives of the Company had any interest or short position in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO including interests or short positions which the Directors or the chief executives were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

Directors' service contracts

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company other than contracts expiring or terminable by the Group within a year without payment of any compensation (other than statutory compensation).

Interests in assets and contracts

As at the Latest Practicable Date, none of the Directors has any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, any member of the Group or which are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2019, the date to which the latest published audited consolidated financial statements of the Group were made up.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement, subsisting at the date of this circular, which is significant in relation to the business of the Company.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER PART XV OF THE SFO

As at the Latest Practicable Date, so far as is known to the Directors and the chief executives of the Company, the interest of the Shareholders (not being Directors and chief executives of the Company) in the Shares and underlying Shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO or entered in the register kept by the Company pursuant to Section 352 of the SFO, were as follows:

(I) Long positions of substantial Shareholders in the ordinary Shares of the Company

Name of substantial Shareholders	Number of Shares	Approximate shareholding percentage as at the Latest Practicable Date
Today's Asia Limited (<i>Note 2</i>)	1,881,046,000	37.67%
Extra Step Investments Limited (<i>Note 3</i>)	983,000,000	19.69%
TPG China Media, L.P. (<i>Note 4</i>)	607,000,000	12.16%

Notes:

- As at the Latest Practicable Date, the number of issued Shares of the Company was 4,993,469,500.
- As at the Latest Practicable Date, Mr. LIU Changle was the beneficial owner of 100% of the issued share capital of Today's Asia Limited.
- Extra Step Investments Limited is a wholly-owned subsidiary of China Mobile (Hong Kong) Group Limited ("CMHKG") which in turn is a subsidiary of China Mobile Communications Group Co., Ltd. ("CMCC"). By virtue of the SFO, CMCC and CMHKG are deemed to be interested in the 983,000,000 Shares held by Extra Step Investments Limited. Mr. JIAN Qin and Mr. ZHANG Dong, both non-executive Directors, are respectively vice president of CMCC and director and vice president of China Mobile Communications Company Limited, and general manager of the market operation of CMCC.
- TPG China Media, L.P. is controlled by TPG Asia Advisors VI DE, Inc., which in turn is ultimately controlled by Mr. David BONDERMAN and Mr. James G. COULTER. By virtue of the SFO, TPG Asia Advisors VI DE, Inc., Mr. David BONDERMAN and Mr. James G. COULTER are all deemed to be interested in the 607,000,000 Shares held by TPG China Media, L.P.. Mr. SUN Qiang Chang, being the non-executive Director, is the managing partner for China at TPG.

(II) Long position of other person in the ordinary Shares of the

Name of other person who has more than 5% interest	Number of Shares	Approximate shareholding percentage as at the Latest Practicable Date
China Wise International Limited (<i>Note 2</i>)	412,000,000	8.25%

Notes:

1. As at the Latest Practicable Date, the number of issued Shares of the Company was 4,993,469,500.
2. China Wise International Limited is a wholly-owned subsidiary of Cultural Developments Limited, which in turn is a wholly-owned subsidiary of Bank of China Group Investment Limited. Bank of China Group Investment Limited is a wholly-owned subsidiary of Bank of China Limited, which in turn is a subsidiary of Central Huijin Investments Limited. By virtue of the SFO, Central Huijin Investments Limited, Bank of China Limited, Bank of China Group Investment Limited and Cultural Developments Limited are all deemed to be interested in the 412,000,000 Shares held by China Wise International Limited. Mr. HUANG Tao, a non-executive Director, is the head of the consumer and finance institutions group investment division of Bank of China Group Investment Limited and a director of a number of companies controlled by Bank of China Group Investment Limited or in which Bank of China Group Investment Limited has an interest.

Save as disclosed above, there was no person (other than the Directors or the chief executives of the Company) known to the Directors or the chief executives of the Company, who, as at Latest Practicable Date, had an interest or short position in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and were required to be entered in the register kept by the Company pursuant to section 336 of the SFO.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, or their respective close associates had any interests in a business which competes or was likely to compete, either directly or indirectly, with the business of the Group and which was required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration proceedings of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) have been entered into by the Group within two years immediately preceding the Latest Practicable Date which are or may be material:

- (a) the share purchase agreement dated 1 March 2019 entered into between Beijing Chenhuan Technology Co., Ltd.* (北京塵寰科技有限公司) (an indirect non wholly-owned subsidiary of the Company, as purchaser), Tianyin Telecommunication Co. Ltd.* (天音通信有限公司) (“**Tianyin**”), Beijing Yitian Xindong Network Technology Co., Ltd.* (北京易天新動網絡科技有限公司) and Bingruixin Technology Co., Ltd.* (深圳市秉瑞信科技有限公司) (as vendor) in relation to the proposed acquisition of 25.5% of the equity interest in Beijing Yitian Xindong Network Technology Co., Ltd.* (北京易天新動網絡科技有限公司) at a consideration of RMB144,100,000;
- (b) the Share Purchase Agreement;
- (c) the Supplemental Agreement;
- (d) the New Agreement;
- (e) the 2020 Agreement;
- (f) the share purchase agreement dated 18 May 2020 entered into between Beijing Chenhuan Technology Co., Ltd.* (北京塵寰科技有限公司) (“**Chenhuan Technology**”) (an indirect non-wholly owned subsidiary of the Company) with Beijing Yitian Xindong Network Technology Co., Ltd.* (北京易天新動網絡科技有限公司) and Shenzhen Shenghuayu Energy Conservation Service Co., Ltd.* (深圳市晟華宇節能服務有限公司) (“**Shenzhen Shenghuayu**”) for the disposal of 51% of the equity interest in Beijing Yitian Xindong Network Technology Co., Ltd.* (北京易天新動網絡科技有限公司) at a consideration of RMB313,600,000; and
- (g) a first novation agreement entered into between Chenhuan Technology and Tianyin and a second novation agreement entered into between Chenhuan Technology, Shenzhen Shenghuayu, Yitian Xindong and the management team of Yitian Xindong to novate all rights and obligations of Chenhuan Technology under the original agreement stated in (a) above to Shenzhen Shenghuayu.

** for identification purpose only*

MISCELLANEOUS

- (a) Save as disclosed in the annual report of the Company for the year ended 31 December 2019 or its interim report for the six months ended 30 June 2020, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2019, being the date to which the latest published, audited and consolidated financial statements of the Group were made up.
- (b) As at the Latest Practicable Date, none of the Directors was materially interested in any contracts or arrangements subsisting at the date of this circular which are significant in relation to the business of the Group.
- (c) The company secretary of the Company is Mr. YEUNG Ka Keung, a qualified chartered accountant.
- (d) The principal share registrar of the Company is SMP Partners (Cayman) Limited, whose registered office is at 3rd Floor, Royal Bank House, 24 Shedden Road, P.O. Box 1586, Grand Cayman KY1-1110, Cayman Islands and the Hong Kong branch share registrar of the Company is Hong Kong Registrars Limited, whose registered office is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text in case of inconsistency.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any weekday (except public holidays) at the Company's principal place of business in Hong Kong from the date of this circular up to and including the date of EGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the annual reports of the Company for each of the three financial years ended 31 December 2017, 2018 and 2019 and its interim report for the 6 months ended 30 June 2020;
- (c) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix; and
- (d) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 2020 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 second extraordinary general meeting (the “**EGM**”) of Phoenix Media Investment (Holdings) Limited (the “**Company**”) will be held on 14 October 2020, at 3 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 resolution, which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (i) the entering into of the agreement dated 7 August 2020 (the “**2020 Agreement**”) between Phoenix New Media Limited (“**PNM**”) and Run Liang Tai Management Limited (the “**Purchaser**”), pursuant to which PNM shall sell and the Purchaser shall purchase 140,248,775 preferred shares (being 116,604,684 series C preferred shares and 23,644,091 series D1 preferred shares) in Particle Inc., and PNM shall designate the onshore transferor (Mr. Chen Ming (陳明)) to sell approximately 42.9% equity interest held by PNM in Beijing Yidianwangju Technology Co., Ltd.* (北京一點網聚科技有限公司) (representing RMB4,292,617 of the registered share capital in Yidian Technology Technology Co., Ltd.) to the Purchaser’s designee, and all the transactions contemplated thereunder and incidental thereto be and are hereby approved, confirmed and ratified; and
- (ii) any director of the Company or any other person authorized by the directors of the Company 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.”

By Order of the Board
YEUNG Ka Keung
Company Secretary

Hong Kong, 25 September 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 9 October 2020 to 14 October 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 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 not later than 4:30 p.m. on 8 October 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 25 September 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*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.