



鳳凰衛視

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: 8002)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Phoenix Satellite Television Holdings Limited (the “Company”) will be held at 9/F., One Harbourfront, 18-22 Tak Fung Street, Hunghom, Kowloon, Hong Kong on 18 August 2006 at 3:00 p.m. for the following purposes:

1. to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the New Star Services Agreement (as defined in the circular to the shareholders of the Company dated 21 July 2006 (the “Circular”)), a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, details of which are set out in the Circular and the transactions contemplated therein and the proposed annual caps for the New Star Services Agreement as defined and set out in the Circular, be and are hereby approved, confirmed and ratified, subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular, and any director of the Company (the “Director”) be and is hereby authorized to take such action, do such things and execute such further documents or deeds as the Director may, in his opinion, deem necessary or desirable for the purpose of implementing such agreement.”

2. to review the transactions contemplated in the STAR Movies Agreement (as defined in the Circular), consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

“**THAT** the proposed annual caps for the STAR Movies Agreement (as defined in the Circular) be and are hereby approved, confirmed and/or ratified subject to the conditions mentioned under the paragraph headed “Conditions of the approval” set out in the Circular.”

3. the Directors be and are hereby authorized to take all steps necessary or expedient to implement and/or give effect to the Renewal of Continuing Connected Transactions (as defined in the Circular).

By Order of the Board
Yeung Ka Keung
Company Secretary

Hong Kong, 21 July 2006

Notes:

- (1) The register of shareholders of the Company will be closed from 14 August 2006 (Monday) to 18 August 2006 (Friday) (both days inclusive), during which no transfer of shares of the Company will be effected. The holders of Shares whose names appear on the register of shareholders of the Company at 4:00p.m. on 11 August 2006 (Friday) will be entitled to attend and vote at the extraordinary general meeting.
- (2) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the extraordinary general meeting on his behalf. A proxy need not be a member of the Company but must attend the meeting in person.
- (3) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company, Hong Kong Registrars Limited at Hopewell Centre, 46th Floor, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon by not later than 48 hours before the time of the meeting or any adjournment thereof, whether or not they intend to be present at the meeting. The completion and returning of the form of proxy will not preclude the Shareholders from attending and voting in person should they so wish.

The announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: – (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date of this announcement, the executive directors of the Company are Mr. LIU Changle and Mr. CHUI Keung, the non-executive directors of the Company are Ms. Michelle Lee GUTHRIE, Mr. LAU Yu Leung John, Mr. CHEUNG Chun On Daniel, Mr. XU Gang (alternate director: Mr. GONG Jianzhong) and Mr. CHEUNG San Ping and the independent non-executive directors of the Company are Dr. LO Ka Shui, Mr. LEUNG Hok Lim and Mr. Thaddeus Thomas BECZAK .

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.