



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)

## Form of Proxy for use at Annual General Meeting to be held on 22 June 2006 (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of (Note 2) \_\_\_\_\_  
Shares of HK\$0.10 each in the capital of PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED (the "Company"),  
HEREBY APPOINT (Note 3) the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at 9th  
Floor, One Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong on 22 June 2006 at  
3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as  
hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

| RESOLUTIONS   | FOR<br>(Note 4) | AGAINST<br>(Note 4) |
|---|-----------------|---------------------|
| 1. To receive and consider the audited consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005. |                 |                     |
| 2. To declare a final dividend of HK\$0.012 per share for the year ended 31 December 2005.  |                 |                     |
| 3. (i) To re-elect Dr. LO Kai Shui as a Director.   |                 |                     |
| (ii) To re-elect Mr. CHEUNG Chun On, Daniel as a Director.  |                 |                     |
| (iii) To re-elect Mr. LAU Yau Leung, John as a Director.  |                 |                     |
| (iv) To authorise the Board of Directors to fix the Directors' remuneration.  |                 |                     |
| 4. To re-appoint Messrs. PricewaterhouseCoopers as the Company's Auditors and to authorize the Board of Directors to fix their remuneration.                |                 |                     |
| 5. To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company.   |                 |                     |
| 6. To give a general mandate to the Directors to repurchase issued shares of the Company.   |                 |                     |
| 7. To extend the general mandate under Resolution no. 5 by the addition of the number of shares repurchased under Resolution no. 6.                         |                 |                     |
| 8. To approve the various proposed amendments to the Articles of Association under Resolution no. 8 as set out in the Notice of the AGM.                    |                 |                     |

Signature (Note 5): \_\_\_\_\_

Date: \_\_\_\_\_ 2006

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the Registers of Members in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar, Hong Kong Registrars Limited at Hopewell Centre, 46/Floor, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.