

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of this Form or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your shares in Phoenix Satellite Television Holdings Limited, you should at once hand this form of election to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this form of election, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this form of election.

Unless the context otherwise requires, capitalised terms and expressions used in this Form of Election shall have the respective meanings assigned to them in the Company's announcement dated 28 April 2011 (the "Announcement").



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: 02008)

DISTRIBUTION-IN-SPECIE FORM OF ELECTION

This Form of Election needs only be completed by Qualifying Shareholders holding 10,000 Shares or more. (Qualifying Shareholders who do not duly, complete and execute Section 2 of this Form of Election, and Non-Qualifying Shareholders holding 10,000 Shares or more will receive cash in lieu of all their respective Distribution ADSs.)

Please note that the last day of dealing in Shares cum-entitlement to the Distribution-in-specie is Thursday, 12 May 2011 and the latest time for lodging transfers of Shares to qualify for the Distribution-in-specie is 4:30 p.m. on Monday, 16 May 2011. The Record Date for ascertaining the Distribution-in-specie is Thursday, 19 May 2011. This Form of Election should be returned, either in person or by post, to the office of the Company's Hong Kong share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, so as to arrive no later than 4:30 p.m. on Thursday, 19 May 2011. No acknowledgment of receipt of this Form of Election will be issued.

If you are a Qualifying Shareholder holding 10,000 Shares or more and wish to receive cash in lieu of all of the Distribution ADSs to which you would otherwise be entitled under the Distribution-in-specie, please insert an "X" in the box in Section 1 below.

Alternatively, in order that Distribution ADSs can be distributed to you, as a Qualifying Shareholder, please complete the particulars set out in Section 2 below.

SECTION 1 – ELECTION FOR CASH ALTERNATIVE¹

By inserting an "X" in the box below, I/we confirm as follows:

(insert an "X" here to indicate your election to receive cash)

I am/We are, and will on the Record Date continue to be, a Qualifying Shareholder

AND HEREBY IRREVOCABLY ELECT AND AGREE to waive (in consideration of the cash payment to be made by the Company in lieu of all the Distribution ADSs to which I/we could be entitled under the Distribution-in-specie, as further described in the Announcement) my/our right to receive Distribution ADSs pursuant to the Distribution-in-specie.

Dated this _____ day of _____ 2011

Full Name in English Block Letter(s) (same as my/our registered name on the Register of Members):

(1) _____ (2) _____ (3) _____ (4) _____

Address in English Block Letter(s) (same as my/our registered address on the Register of Members):

Signature(s)²: (1) _____ (2) _____ (3) _____ (4) _____

Telephone No.³: _____

THE DISTRIBUTION IN SPECIE AND ANY ELECTION MADE PURSUANT TO THIS SECTION 1 ARE SUBJECT TO THE FURTHER TERMS AND CONDITIONS REFERRED TO IN THE ANNOUNCEMENT.

Notes:

1. Only those Qualifying Shareholders holding 10,000 Shares or more and whose names appear on the register of members of the Company as at the close of business on the Record Date, other than (1) Shareholders who are, or who are acting for the account or benefit of, Non-Qualifying Shareholders and, (2) PNM Affiliates, are entitled to the Distribution-in-specie and are accordingly, entitled to elect to receive cash in lieu of the Distribution ADSs.
2. This Section 1 must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its seal, or under the hand of an officer or attorney duly authorised. In the case of joint holders, all must sign.
3. Please provide a day-time telephone contact number (including country and area code) where we can reach you in the event of any queries.

SECTION 2 – FURTHER PARTICULARS NECESSARY FOR THE COMPANY TO BE ABLE TO EFFECT THE DISTRIBUTION-IN-SPECIE TO A QUALIFYING SHAREHOLDER¹

THIS SECTION SHOULD NOT BE COMPLETED OR SIGNED IF YOU HAVE COMPLETED AND SIGNED SECTION 1 ABOVE.

In order that the Company can distribute the relevant number of Distribution ADSs to you, as a Qualifying Shareholder, you must provide the following particulars. You must also sign and return this Section 2 so as to validly make the representations and give the warranties set out below.

In the absence of receipt of a duly completed and signed Section 2 from any Qualifying Shareholder by 4:30 p.m. on Thursday, 19 May 2011, that Qualifying Shareholder will be deemed to have elected to receive the cash payment in lieu of all his/her/its Distribution ADSs and, accordingly, will be deemed to have waived all rights to receive Distribution ADSs pursuant to the Distribution-in-specie.

Please complete the following particulars:

Shareholder Name : _____
Shareholder Account Number with Local Broker : _____
Local Broker Name : _____
Local Broker Contact Name : _____
Local Broker Contact Telephone Number : _____
Local Broker Sub-Account with DTC Participant : _____
DTC Participant Name : _____
DTC Participant Account : _____
DTC Participant Contact Name : _____
DTC Participant Contact Telephone Number : _____

By signing and returning this Section 2, I/we represent and warrant to the Company as follows:

- I am/We are, and will on the Record Date continue to be, a Qualifying Shareholder;
- I am not/We are not affiliates of Phoenix New Media Limited (for which purposes an “affiliate” shall have the same meaning as used in Rule 144 under the United States Securities Act of 1933, as amended); and
- The details of the DTC Participant Account and the details of my/our local broker’s Sub-Account with the DTC Participant set out above are true and accurate and I/we authorise the Company or its agent to credit the Distribution ADSs to which I am/we are entitled to the DTC Participant Account and, in turn, to the Sub-Account, as set out above, in full satisfaction of my/our assured entitlement to Distribution ADSs.

Dated this _____ day of _____ 2011

Full Name in English Block Letter(s) (same as my/our registered name on the Register of Members):

(1) _____ (2) _____ (3) _____ (4) _____

Address in English Block Letter(s) (same as my/our registered address on the Register of Members):

Signature(s)²: (1) _____ (2) _____ (3) _____ (4) _____

Telephone No.³: _____

THE DISTRIBUTION IN SPECIE IS SUBJECT TO THE FURTHER TERMS AND CONDITIONS REFERRED TO IN THE ANNOUNCEMENT.

Notes:

1. Only those Shareholders holding 10,000 Shares or more and whose names appear on the register of members of the Company as at the close of business on the Record Date, other than (1) Shareholders who are, or who are acting for the account or benefit of, Non-Qualifying Shareholders and, (2) PNM Affiliates, are entitled to the Distribution-in-specie.
2. This Section 2 must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its seal, or under the hand of an officer or attorney duly authorised. In the case of joint holders, all must sign.
3. Please provide a day-time telephone contact number (including country and area code) where we can reach you in the event of any queries.
4. Unless this Form of Election, with section 2 duly completed and signed, is received from any Qualifying Shareholder by 4:30 p.m. on Thursday, 19 May 2011, that Qualifying Shareholder will be deemed to have elected to receive cash payment in lieu of the Distribution ADSs and accordingly, will be deemed to have waived all rights to receive Distribution ADSs pursuant to the Distribution-in-specie.
5. Information on the DTC may be obtained from your broker or dealer. You must instruct your broker or dealer to input a Deposit/Withdrawal At Custodian (DWAC) instruction to receive your Distribution ADSs. Note that the Depository will return the shares underlying your Distribution ADSs for cash in lieu if they are unable to deliver the Distribution ADSs to your nominated DTC account after 30 business days of the distribution date.

Warning: Shareholders should read the instructions in the Announcement and this Form of Election carefully and should note that he/she/it is solely responsible for the accuracy of information in this Form of Election. The Company and any parties involved in this Distribution-in-specie will not verify the information therein.