



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)

Form of Proxy for use at the Extraordinary General Meeting to be held on 8 June 2012 (or any adjournment thereof)

I/We (Note 1) _____ of _____ being the registered holder(s) 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 No. 2-6 Dai King Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong on Friday, 8 June 2012 at 4:00 p.m. (or so soon thereafter as the annual general meeting of the Company convened on the same day and at the same place at 3:00 p.m. shall have been concluded or adjourned) or at any adjournment thereof in respect of the resolution 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.

Table with 3 columns: ORDINARY RESOLUTION, FOR (Note 4), and AGAINST (Note 4). Row 1: To refresh and renew the existing scheme mandate limit in respect of the granting of options to subscribe for class A shares of Pheonix New Media Limited ("PNM") under its share option scheme and to authorize the directors of the Company to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the refreshed limit, and to authorize the directors of PNM to execute all such documents and take all such steps as they may deem necessary, desirable or expedient for PNM to grant options under its share option scheme up to the refreshed limit and to exercise all the powers of PNM to allot and issue class A shares of PNM pursuant to the exercise of such options.

Signature (Note 5): _____

Date: _____ 2012

Notes:

- 1. Please insert full name(s) and address(es) in BLOCK CAPITALS.
2. 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).
3. 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 INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTION, 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 resolution 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.
5. 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.
6. 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.
7. 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 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 holding the meeting or adjourned meeting.
8. 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.