



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)

Form of Proxy for use at the Extraordinary General Meeting to be held on 30 May 2019

(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 share capital of PHOENIX MEDIA INVESTMENT (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 Thursday, 30 May 2019 at 3 p.m. (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 (Note 5), FOR (Note 4), AGAINST (Note 4). Row 1: To approve, confirm and ratify the entering into of the Share Purchase Agreement between PNM and the Purchaser and all the transactions contemplated thereunder or incidental thereto and to authorize any director of the Company to do all things and execute all documents to give effect to this resolution.

Signature: _____ (Note 6) Date: _____ 2019

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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOXES. If you do not indicate how you wish your proxy to vote, your proxy will exercise his/her discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will be entitled to vote at his/her discretion on any resolutions properly put to the meeting other than that referred to in the notice convening the meeting.
5. The description of the resolution is by way of summary only. The full text appears in the notice of extraordinary general meeting.
6. This form of proxy must be signed under the hand of the appointor or of his/her 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.
7. 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.
8. 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.
9. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
(ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
(iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar.