



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)

**Second Proxy Form for use at the Annual General Meeting to be held
on 5 June 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 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 Wednesday, 5 June 2019 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Board" or "Director(s)") and independent auditor for the year ended 31 December 2018.		
2.	To declare a final dividend of 1 Hong Kong cent per share for the year ended 31 December 2018.		
3.	To re-elect Mr. WANG Ji Yan as executive Director.		
4.	To re-elect Mr. LEUNG Hok Lim as independent non-executive Director.		
5.	To re-elect Mr. FANG Fenglei as independent non-executive Director.		
6.	To re-elect Mr. HE Di as independent non-executive Director.		
7.	To authorise the Board to fix the remuneration of the Directors.		
8.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.		
9.	To grant a general mandate to the Board to allot, issue and deal with additional shares.		
10.	To grant a general mandate to the Board to buy-back shares.		
11.	To increase and extend the maximum nominal amount of share capital which the Board is authorised to allot, issue and deal with pursuant to the general mandate set out in resolution no. 9 by the aggregate nominal amount of Shares repurchased pursuant to the general mandate set out in resolution no. 10.		

Signature _____ ^(Note 5) Date: _____ 2019

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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 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.
- 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.
- 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 (the "Share Registrar") 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 ("Closing Time").
- 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.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 25 APRIL 2019 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder except for the original ordinary resolution no.3 in respect of which no poll shall be taken or counted. The proxy so appointed by the Shareholder will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the revised proposed resolution set out in the Supplemental Notice of AGM.
 - If the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by it/ him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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").
- 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.
- 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.
- 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.