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 Form of Proxy for use at the Annual General Meeting to be held on 2 June 2025 (or any adjournment thereof)

I/We (Note 1) ______________________________

of ______________________________

being the registered holder(s) of (Note 2) ______________________________ shares of HK$1.00 each in the capital of **PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED** ("**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 Monday, 2 June 2025 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice dated 24 April 2025 and the supplemental notice dated 15 May 2025 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 ("**Director(s)**") and independent auditor for the year ended 31 December 2024.		
2.	To re-elect Mr. DING Wei as a Non-executive Director.		
3.	To re-elect Mr. QIU Baohua as a Non-executive Director.		
4.	To re-elect Mr. CUI Xian as a Non-executive Director.		
5.	To re-elect Mr. Thaddeus Thomas BECZAK as an Independent Non-executive Director.		
6.	To re-elect Mr. FANG Fenglei as an Independent Non-executive Director.		
7.	To authorise the board of directors of the Company ("**Board**") to fix the remuneration of the Directors.		
8.	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company.		
9.	To grant a general mandate to the Board to buy-back shares of the Company.		
10.	Conditional on the passing of resolutions nos. 8 and 9, to increase and extend the aggregate number of shares which the Board is authorised to allot, issue and deal with pursuant to the general mandate set out in resolution no. 8 by adding thereto the aggregate number of shares bought back pursuant to the general mandate set out in resolution no. 9.		
11.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration.		

Signature: ______________________________ (Note 6) Date: ______________________________ 2025

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 second form of proxy ("**Second Proxy Form**") will be deemed to relate to all the shares in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
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 THE SECOND PROXY FORM 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 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.
5. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
6. The Second Proxy Form 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.
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 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, the Second Proxy Form, 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, Computershare Hong Kong Investor Services Limited ("**Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or adjourned meeting ("**Closing Time**").
9. Completion and delivery of the Second Proxy Form will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the Second Proxy Form appointing a proxy shall be deemed to be revoked.
10. If you have not yet lodged the form of proxy sent together with the circular of the Company dated 24 April 2025 ("**First Proxy Form**") with the Share Registrar, you are requested to lodge the Second Proxy Form if you wish to appoint proxy(ies) to attend, speak and vote at the meeting on your behalf. In this case, the First Proxy Form should not be lodged with Share Registrar.
11. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM SHOULD NOTE THAT:**
    (a) If no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the shareholder of the Company ("**Shareholder**"). The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting (including, if properly put, the resolution as set out in the supplemental notice of the meeting dated 15 May 2025) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
    (b) 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 the Shareholder. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.
    (c) If the Second Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy so appointed 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 (a) 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

(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 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 HK Privacy Officer of the Share Registrar.