
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

October 2019

Commission File Number: 001-35158

PHOENIX NEW MEDIA LIMITED

**Sinolight Plaza, Floor 16
No. 4 Qiyang Road
Wangjing, Chaoyang District, Beijing, 100102
People's Republic of China
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHOENIX NEW MEDIA LIMITED

By: /s/ Betty Yip Ho

Name: Betty Yip Ho

Title: Chief Financial Officer

Date: October 15, 2019

**Phoenix New Media to Hold 2019 Annual General Meeting on November 14, 2019
and Announces Change of CFO**

BEIJING, China, October 15, 2019 – Phoenix New Media Limited (NYSE: FENG), a leading new media company in China (“Phoenix New Media”, “ifeng”, or the “Company”), today announced that it will hold its annual general meeting of shareholders at No. 2-6, Dai King Street, Taipo Industrial Estate, Taipo, New Territories, Hong Kong on November 14, 2019 at 2:00 p.m.

Holders of record of ordinary shares of the Company at the close of business on October 15, 2019 are entitled to notice of, and to vote at, the annual general meeting or any adjournment or postponement thereof. Holders of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying Class A ordinary shares must act through the depositary of the Company’s ADS program, JPMorgan Chase Bank, N.A.

The notice of the annual general meeting, which sets forth the resolutions to be submitted to shareholder approval at the annual general meeting, is available on the Investor Relations section of the Company’s website at <http://ir.ifeng.com>. Shareholders may obtain a copy of the Company’s 2018 annual report, free of charge, from the Investor Relations section of the Company’s website at <http://ir.ifeng.com/>, or by contacting Phoenix New Media Limited at Floor 16, Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People’s Republic of China, attention: Qing Liu, telephone: +86 (10) 6067-6000, email: investorrelations@ifeng.com.

The Company also announced today that Ms. Betty Yip Ho has tendered her resignation as Chief Financial Officer (“CFO”) of the Company due to personal reasons. Ms. Ho will cease to be the Company’s CFO on November 14, 2019 and retire from the Company’s board of directors (the “Board”) at the annual general meeting to be held on November 14, 2019. Mr. Edward (Xiaojing) Lu, Vice President of the Company, has been promoted to be the company’s new CFO, to be effective on November 14, 2019.

Mr. Lu joined ifeng in 2009. Prior to the promotion, he has served in various managerial positions, including executive assistant to the CEO and Vice President in charge of strategic investment and human resources, assisting with the oversight and management of each of the Company’s business lines. He has accumulated extensive experience in capital raising and investment management, and participated in the planning and execution of ifeng’s first-round of capital raise as well as its initial public offering. Prior to joining the Company, he was the director of business development at Ogilvy from 2007 to 2009. Prior to that, he worked in strategic partnership department at Baidu from 2006 to 2007. Edward received an MBA from INSEAD, and a bachelor’s degree from Western University in Canada.

“On behalf of the Company and the Board, I would like to express our gratitude to Betty for her leadership and dedication to ifeng over the past 6 years. Throughout her tenure, Betty excelled company-wide efforts to create shareholder value through optimizing our financial model, strengthening the company’s balance sheet and driving strategic investments. We are grateful for her contributions and wish her the best in her future endeavors,” commented Mr. Shuang Liu, CEO of Phoenix New Media.

“At the same time,” Mr. Liu continued, “we are fortunate to have someone as qualified as Edward to serve as our new CFO. Having been with the Company for many years, Edward commands extensive knowledge of both our business operations and strategic investment while maintaining a deep understanding of China’s media industry. We are confident that Edward’s experience will help us to ensure a smooth executive transition.”

Ms. Betty Yip Ho stated, “I am honored and grateful to ifeng for the opportunity to work with such an outstanding media brand in China for the last six years. It has been a true privilege to work in such a dynamic and collaborative environment. I have full confidence in the Company’s professional journalism and believe that ifeng is well-positioned to achieve its strategic and financial goals while delivering value to shareholders.”

About Phoenix New Media Limited

Phoenix New Media Limited (NYSE: FENG) is a leading new media company providing premium content on an integrated Internet platform, including PC and mobile, in China. Having originated from a leading global Chinese language TV network based in Hong Kong, Phoenix TV, the Company enables consumers to access professional news and other quality information and share user-generated content on the Internet through their PCs and mobile devices. Phoenix New Media’s platform includes its PC channel, consisting of ifeng.com website, which comprises interest-based verticals and interactive services; its mobile channel, consisting of mobile news applications, mobile video application, digital reading application, fashion application and mobile Internet website; and its operations with the telecom operators that provides mobile value-added services.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by words or phrases such as “aim,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “likely to,” “may,” “plan,” “will” or other similar expressions. These forward-looking statements are based largely on current expectations and projections of Phoenix New Media and its management about future events and financial trends that management believes may affect Phoenix New Media’s financial condition, results of operations, business strategy and financial needs. Statements that are not historical facts, including statements about the beliefs and expectations of Phoenix New Media or its management, are forward-looking statements. Phoenix New Media also may make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (“SEC”) on Forms 20-F and 6-K in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Forward-looking statements involve inherent risks and uncertainties and you should not rely upon forward-looking statements as predictions of future events. A number of factors could cause Phoenix New Media’s actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s growth strategies, including without limitation strategies to grow particular products or services; the Company’s future business development, results of operations and financial condition; expected changes in the Company’s revenues, including in components of its total revenues, and cost or expense items; the Company’s ability to continue and manage the expansion of its operations; and changes in general economic and business conditions in the People’s Republic of China. Further information regarding these and other risks is included in the Company’s filings with the SEC, including its registration statement on Form F-1, as amended, and its annual reports on Form 20-F. The forward-looking statements made in this press release relate only to events or information as of the date on which the statements are made in this press release. Phoenix New Media does not undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events, except as required under applicable law.

For investor and media inquiries please contact:

Phoenix New Media Limited
Qing Liu
Email: investorrelations@ifeng.com

ICR, Inc.
Jack Wang
Tel: +1 (646) 405-4883
Email: investorrelations@ifeng.com

PHOENIX NEW MEDIA LIMITED
(Incorporated in the Cayman Islands with limited liability)

NOTICE OF ANNUAL GENERAL MEETING
to Be Held on November 14, 2019

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of Phoenix New Media Limited (the “**Company**”) will be held at No. 2-6, Dai King Street, Taipo Industrial Estate, Taipo, New Territories, Hong Kong on November 14, 2019 at 14:00 p.m. local time for the following purpose:

1. Proposal No. 1: To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2018.
2. Proposal No 2: To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as independent auditor of the Company (the “**Independent Auditor**”) for the fiscal year ending December 31, 2019.
3. Proposal No. 3: To authorize the board of directors to fix the remuneration of the Independent Auditor.
4. Proposal No. 4: To elect Ms. Xiaoyan Chi as director of the Company after retirement of Ms. Betty Yip Ho at the AGM.
5. Proposal No. 5: To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

(Terms used but not defined in this Notice shall have the same meaning as defined in the Proxy Statement attached)

And to consider and transact such other business as may properly come before the AGM or any adjournment or adjournments thereof.

The Board of Directors of the Company has fixed the close of business on October 15, 2019 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned or postponed meeting thereof. Holders of the Company’s American depositary shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program.

Please refer to the Proxy Form, which is attached to and made a part of this notice. The Proxy Statement is also available for viewing on the Investor Relations section of our website at <http://ir.ifeng.com>. Holders of record of the Company's ordinary shares at the close of business on the Record Date are entitled to vote at the AGM and any adjourned or postponed meeting thereof.

Holders of record of the Company's ordinary shares as of the Record Date are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the AGM to ensure your representation at such meeting.

Shareholders may obtain a copy of the Company's 2018 annual report, free of charge, from the Investor Relations section of the Company's website at <http://ir.ifeng.com/>, or by contacting Phoenix New Media Limited at Sinolight Plaza, Floor 16, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China, attention: Qing Liu, telephone: +86 (10) 6067-6000, email: investorrelations@ifeng.com.

By Order of the Board of
Directors,

/s/ Shuang Liu

Shuang Liu

Chief Executive Officer and Director

Beijing, China
October 15, 2019

PHOENIX NEW MEDIA LIMITED

Sinolight Plaza, Floor 16
No. 4 Qiyang Road
Wangjing, Chaoyang District
Beijing 100102
People's Republic of China

PROXY STATEMENT**General**

The board of directors of Phoenix New Media Limited (the “**Company**”) is soliciting proxies for the annual general meeting of shareholders of the Company to be held on November 14, 2019 at 14:00 p.m. Hong Kong time (the “**AGM**”). The AGM will be held at No. 2-6, Dai King Street, Taipo Industrial Estate, Taipo, New Territories, Hong Kong.

This Proxy Statement can be accessed, free of charge, on the Investor Relations section of the Company’s website at <http://ir.ifeng.com> from October 15, 2019, and the Proxy Form will first be mailed to holders of ordinary shares of the Company on or about October 18, 2019.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person signing such proxy by attending the AGM and voting in person.

Record Date, Share Ownership and Quorum

Only shareholders of record at the close of business on October 15, 2019 (the “**Record Date**”) are entitled to vote at the AGM. Our class A ordinary shares, par value US\$0.01 per share (“**Class A Ordinary Shares**”), that underlie American depositary shares (“**ADSs**”) are included for purposes of this determination. As of October 15, 2019, 583,260,626 of ordinary shares of the Company, par value US\$0.01 per share (the “**Ordinary Shares**”), were outstanding, including 317,325,360 Class B Ordinary Shares and 265,935,266 Class A Ordinary Shares. As of October 15, 2019, approximately 262,146,920 Class A Ordinary Shares were represented by ADSs held by JPMorgan Chase Bank, N.A. Two shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative representing not less than one-third in nominal value of the total issued voting shares of the Company throughout the AGM will constitute a quorum for all purposes.

Voting and Solicitation

Each of the Class A Ordinary Shares in issue on the Record Date is entitled to one vote, and each of the Class B Ordinary Shares in issue on the Record Date is entitled to 1.3 votes. A resolution put to the vote at the AGM will be decided on by a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by (i) the chairman of the AGM, or (ii) any one shareholder present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the AGM.

Copies of solicitation materials will be furnished to all holders of Ordinary Shares of the Company, including banks, brokerage houses, fiduciaries and custodians holding in their names the Ordinary Shares or ADSs beneficially owned by others to forward to those beneficial owners.

Voting by Holders of Ordinary Shares

When proxies are properly dated, executed and returned by holders of Ordinary Shares, the Ordinary Shares they represent will be voted at the AGM, or at any adjournment thereof, in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the proxy holder will vote or abstain at his/her discretion, as he/she will on any other matters that may properly come before the AGM, or at any adjournment thereof. Abstentions by holders of Ordinary Shares are included in the determination of the number of Ordinary Shares present and voting but are not counted as votes for or against a proposal.

Voting by Holders of ADSs

We have requested JPMorgan Chase Bank, N.A., as depository of the ADSs, to mail to all owners of ADSs this proxy statement, the accompanying notice of annual general meeting and an ADR Voting Instruction Card. Upon the timely receipt from an owner of record of ADSs of written voting instructions in the manner specified, JPMorgan Chase Bank, N.A. will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the number of Class A Ordinary Shares underlying the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with such voting instructions. Under the terms of the deposit agreement, JPMorgan Chase Bank, N.A. will not vote or attempt to exercise the right to vote other than in accordance with such voting instructions or such deemed instructions as further described two paragraphs below. As the holder of record for all the Class A Ordinary Shares represented by the ADSs, only JPMorgan Chase Bank, N.A. may vote those Class A Ordinary Shares at the AGM.

There is no guarantee that holders of the ADSs or any such holder in particular will receive the notice described above with sufficient time to enable such holder to return any voting instructions to JPMorgan Chase Bank, N.A. in a timely manner, in which case the Class A Ordinary Shares underlying your ADSs may not be voted in accordance with your wishes.

If no ADR Voting Instruction Card is received by JPMorgan Chase Bank, N.A. from a holder of ADSs by 12:00 p.m. (New York City time), November 12, 2019, such holder shall be deemed, and JPMorgan Chase Bank, N.A. will deem such holder of ADSs to have instructed it to give a discretionary proxy to the chairman of the AGM to vote the Class A Ordinary Shares represented by your ADSs in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors, unless the Company has informed JPMorgan Chase Bank, N.A. that such proxy should not be given, in accordance with the terms of the deposit agreement.

**PROPOSAL 1:
RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018**

The board of directors proposes to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2018.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018.

**PROPOSAL 2:
APPROVAL OF THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN LLP AS INDEPENDENT AUDITOR OF THE COMPANY**

The audit committee proposes to approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as independent auditor of the Company (the “**Independent Auditor**”) for the fiscal year ending December 31, 2019.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN LLP AS THE INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

**PROPOSAL 3:
AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITOR**

The board of directors proposes to authorize the board of directors to fix the remuneration of the Independent Auditor.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITOR.

**PROPOSAL 4:
ELECTION OF MS. XIAOYAN CHI AS DIRECTOR OF THE COMPANY**

Pursuant to article 87(1) of the Company’s Articles of Association, at each annual general meeting one-third of the directors of the Company for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that the chairman of our board of directors and/or the managing director shall not, while they hold such office, be subject to retirement by rotation or be taken into account in determining the number of directors of the Company to retire in each year. In addition to any director who wishes to retire, if any, the director(s) to retire shall be those who have been longest in office since their last re-election or appointment and such director(s) shall be eligible for re-election.

As of the date of the AGM, the Company has seven directors, including a chairman and one managing director. Ms. Betty Yip Ho, being the director who wishes to retire and not to offer herself for re-election, will retire at the AGM.

The board proposes to elect Ms. Xiaoyan Chi as director of the Company after retirement of Ms. Betty Yip Ho at the AGM.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF MS. XIAOYAN CHI AS DIRECTOR OF THE COMPANY AFTER RETIREMENT OF MS. BETTY YIP HO AT THE AGM.

**PROPOSAL 5:
AUTHORIZATION OF EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY**

The board of directors proposes to authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE AUTHORIZATION OF EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY TO TAKE ANY AND EVERY ACTION THAT MIGHT BE NECESSARY TO EFFECT THE FOREGOING RESOLUTIONS AS SUCH DIRECTOR OR OFFICER, IN HIS OR HER ABSOLUTE DISCRETION, THINKS FIT.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

/s/ Shuang Liu

Shuang Liu

Chief Executive Officer and Director

Dated: October 15, 2019

PHOENIX NEW MEDIA LIMITED
(the “Company”)

P R O X Y

I/We _____ of _____, the holder of _____ class _____ ordinary shares¹ in the Company, hereby appoint the Chairman of the Annual General Meeting² or _____ of _____ as my/our proxy to vote on my/our behalf in respect of all matters and resolutions to be submitted for consideration and approval at the Annual General Meeting of the Company to be held on the 14th day of November 2019, and at any adjournment thereof, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit³.

No.	PROPOSALS	FOR	AGAINST	ABSTAIN
1.	To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2018.			
2.	To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as independent auditor of the Company (the “ Independent Auditor ”) for the fiscal year ending December 31, 2019.			
3.	To authorize the board of directors to fix the remuneration of the Independent Auditor.			
4.	To elect Ms. Xiaoyan Chi as director of the Company after retirement of Ms. Betty Yip Ho at the AGM.			
5.	To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.			

Dated _____, 2019

Signature(s)⁴;

- ¹ Please insert the number and class (i.e., Class A or Class B) of ordinary shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- ² If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- ³ IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked “for”. If you wish to vote against a particular resolution, tick the appropriate box marked “against”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “abstain”.
- ⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case if the appointer is a corporation, must be either under seal or executed under the hand of an officer or attorney or other person duly authorized to sign the same. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at Sinolight Plaza, Floor 16, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People’s Republic of China not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.

Phoenix New Media Limited

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS REPRESENTING ORDINARY SHARES OF Phoenix New Media Limited

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.

FOLD AND DETACH HERE

Ordinary Resolutions

The Board of Directors unanimously recommends
a vote FOR all the Resolutions.

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Res. 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res. 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res. 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Address change Mark box, sign and indicate changes/comments below:

Mark box at immediate left if you wish to give a discretionary proxy to a person designated by the Company. PLEASE NOTE: Marking this box voids any other instructions indicated above.

Sign below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Phoenix New Media Limited
AGENDA

Ordinary Resolutions

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2018.
2. To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as independent auditor of the Company (the “**Independent Auditor**”) for the fiscal year ending December 31, 2019.
3. To authorize the board of directors to fix the remuneration of the Independent Auditor.
4. To elect Ms. Xiaoyan Chi as director of the Company after retirement of Ms. Betty Yip Ho at the AGM.
5. To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

Phoenix New Media Limited
JPMorgan Chase Bank, N.A., Depository
PO Box 64506, Saint Paul MN 55164-0506

Voting Instruction Card

JPMorgan Chase Bank, N.A., (the “Depository”) has received notice that the Annual General Meeting (the “Meeting”) of shareholders of Phoenix New Media Limited (the “Company”) will be held at 14:00 p.m. (local time), on Thursday, November 14, 2019, at No. 2-6, Dai King Street, Taipo Industrial Estate, Taipo, New Territories, Hong Kong, for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your American Depositary Receipt(s) FOR or AGAINST or to ABSTAIN from voting on the Resolutions, or any of them, proposed for the Meeting, kindly execute and forward to the Depository the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire or oppose or abstain from voting on the Company's Resolutions, or any of them, as the case may be. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m., New York City time, on November 12, 2019. Only the registered holders of record of American Depositary Receipt(s) as of the close of business on October 15, 2019, will be entitled to execute the attached Voting Instruction Card.

If no ADR Voting Instruction Card is received by the Depository before 12:00 p.m., New York City time, November 12, 2019, in accordance with the provisions of the Depository Agreement, you will be deemed to have instructed the Depository to give a discretionary voting proxy to a person designated by the Company, which for purposes of this meeting is the Chairman of the Company with full power to exercise the voting rights under the Ordinary Shares represented by your ADSs and with full power to each of substitution.

The signatory, a registered holder of American Depositary Receipts representing Ordinary Shares of the Company of record on October 15, 2019, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by American Depositary Receipts, in accordance with the instructions given at the Annual General Meeting of shareholders.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be returned before 12:00 p.m., New York City time, on November 12, 2019.

Please Note: The Notice of Annual General Meeting and the Annual Report are available for viewing on the Company's website <http://ir.ifeng.com/>.

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.