

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

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**FORM 6-K**

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

July 10, 2012

Commission File Number: 001-35158

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**PHOENIX NEW MEDIA LIMITED**

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

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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/ Qianli LIU

Name: Qianli LIU

Title: Chief Financial Officer

Date: July 10, 2012

**Phoenix New Media to Hold 2012 Annual General Meeting on August 16, 2012**

BEIJING, China, July 10, 2012 – 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 August 16, 2012 at 3:00 p.m. Holders of record of ordinary shares of the Company at the close of business on July 10, 2012 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, Deutsche Bank Trust Company Americas.

The notice of the annual general meeting, which sets for 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>. Phoenix New Media has filed its annual report on Form 20-F, including its audited financial statements for the fiscal year ended December 31, 2011, with the U.S. Securities and Exchange Commission (the “SEC”). Phoenix New Media’s Form 20-F can be accessed on the above-mentioned website, as well as on the SEC’s website at <http://www.sec.gov>. Shareholders may request a hard copy of the Company’s annual report, free of charge, by contacting Phoenix New Media Limited, SINOLIGHT PLAZA Floor 16, No.4 Qiyang Road, Wangjing, Chaoyang District, Beijing, 100102, People’s Republic of China, attention: Matthew Zhao, telephone: +86(10)6067-6868, email: [ir@ifeng.com](mailto:ir@ifeng.com).

**About Phoenix New Media Limited**

Phoenix New Media Limited (NYSE: FENG) is the leading new media company providing premium content on an integrated platform across Internet, mobile and TV channels 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 and through their mobile devices. Phoenix New Media’s platform includes its ifeng.com channel, consisting of its ifeng.com website, its video channel, comprised of its dedicated video vertical and video services and applications, and its mobile channel, including its mobile Internet website and mobile Internet and value-added services (“MIVAS”).

**For investor and media inquiries please contact:**

Phoenix New Media Limited

Matthew Zhao

Tel: +86(10)6067-6868

Email: [ir@ifeng.com](mailto:ir@ifeng.com)

ICR, Inc.

Jeremy Peruski

Tel: +1 (646) 405-4883

Email: [Jeremy.peruski@icrinc.com](mailto:Jeremy.peruski@icrinc.com)

**PHOENIX NEW MEDIA LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**NOTICE OF ANNUAL GENERAL MEETING**  
to Be Held on August 16, 2012  
(or any adjourned or postponed meeting thereof)

**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 August 16, 2012 at 3:00 p.m., local time, and at any adjourned or postponed meeting thereof, 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, 2011.
2. Proposal No 2: To ratify the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as independent auditor of the Company (the “**Auditor**”) for the fiscal year ended December 31, 2012.
3. Proposal No. 3: To authorize the board of directors to fix the remuneration of the Independent Auditor.
4. Proposal No. 4: To re-elect the director, Daguang He, who retires by rotation pursuant to the article 87(1) of the Company’s Articles of Association.
5. Proposal No. 5: To refresh, pursuant to section 4.1(b) of the Company’s 2008 share option scheme (the “**2008 Share Option Plan**”), the total number of shares which may be issued upon exercise of all options to be granted under the 2008 Share Option Plan and any other share option schemes of the Company pursuant (the “**Limit**”), thereby increasing the Limit by 31,410,107 class A ordinary shares of the Company.
6. Proposal No. 6: To authorize each of the directors or 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 discretions, thinks fit.

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 July 10, 2012 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 depository shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through Deutsche Bank Trust Company Americas, the depository 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 annual report, free of charge, from 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, Postal Code: 100102, telephone: +86 (10) 6067-6868 email: [ir@ifeng.com](mailto:ir@ifeng.com).

By Order of the Board of  
Directors,

/s/ Shuang Liu

**Shuang Liu**  
*Chief Executive Officer and  
Director*

Beijing, China  
July 10, 2012

**Phoenix New Media Limited**  
(the "Company")

P R O X Y

I/We \_\_\_\_\_ of \_\_\_\_\_, the holder of \_\_\_\_\_ class \_\_\_\_\_ ordinary shares<sup>1</sup> in the Company, hereby appoint the Chairman of the Annual General Meeting<sup>2</sup> 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 16<sup>th</sup> day of August 2012, 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 fit<sup>3</sup>.

No.	RESOLUTION	FOR	AGAINST	ABSTAIN
1.	To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2011.			
2.	To ratify the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as independent auditor of the Company for the fiscal year ended December 31, 2012.			
3.	To authorize the board of directors to fix the remuneration of the independent auditor.			

<sup>1</sup> 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).

<sup>2</sup> 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 initialed by the person(s) who sign(s) it.

<sup>3</sup> 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".

No.	RESOLUTION	FOR	AGAINST	ABSTAIN
4.	To re-elect the director, Daguang He, who retires by rotation pursuant to the article 87(1) of the Company's Articles of Association.			
5.	To refresh, pursuant to section 4.1(b) of the Company's 2008 share option scheme (the "2008 Share Option Plan"), the total number of shares which may be issued upon exercise of all options to be granted under the 2008 Share Option Plan and any other share option schemes of the Company pursuant (the "Limit"), thereby increasing the Limit by 31,410,107 class A ordinary shares of the Company.			
6.	To authorize each of the directors or 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 discretions, thinks fit.			

Dated \_\_\_\_\_, 2012

Signature(s):

<sup>4</sup> 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.



**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 August 16, 2012 at 3:00 p.m. Hong Kong time, or at any adjournment or postponement thereof (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 July 10, 2012, and the Proxy Form is first being mailed to shareholders of the Company on or about July 10, 2012.

**Revocability of Proxies**

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

**Record Date, Share Ownership and Quorum**

Only shareholders of record at the close of business on July 10, 2012 are entitled to vote at the AGM. Our class A ordinary shares underlying American depositary shares (“**ADSs**”) are included for purposes of this determination. As of June 8, 2012, 631,426,437 of our ordinary shares, par value \$0.01 per share, were outstanding, including 317,325,360 class B ordinary shares and 314,101,077 class A ordinary shares. Approximately 188,123,776 class A ordinary shares were represented by ADSs held by Deutsche Bank Trust Company Americas. 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 class A ordinary share in issue on the record date is entitled to one vote, and each class B ordinary share 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 our 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 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. 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 Deutsche Bank Trust Company Americas, 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, Deutsche Bank Trust Company Americas will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the amount of ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with such voting instructions. Under the terms of the deposit agreement, Deutsche Bank Trust Company Americas 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 Deutsche Bank Trust Company Americas 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 Deutsche Bank Trust Company Americas 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 (i) the enclosed ADR Voting Instruction Card is missing voting instructions, (ii) the enclosed ADR Voting Instruction Card is improperly completed or (iii) no ADR Voting Instruction Card is received by Deutsche Bank Trust Company Americas from a holder of ADSs by 3:00 p.m. (New York City time), August 10, 2012, Deutsche Bank Trust Company Americas will deem such holder of ADSs to have instructed it to give a proxy to the chairman of the AGM to vote 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 Deutsche Bank Trust Company Americas that such proxy should not be given, in accordance with the terms of the deposit agreement.

**PROPOSAL 1:**  
**APPROVAL AND ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011**

The board of directors proposes to receive the Company's audited consolidated financial statements for the fiscal year ended December 31, 2011.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011.

**PROPOSAL 2:**  
**RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY AS THE INDEPENDENT AUDITOR**

The audit committee proposes to ratify the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditor for the fiscal year ending December 31, 2012.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY AS THE COMPANY’S INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.

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

The board of directors proposes to authorize the board to fix the remuneration of the Company’s independent auditor.

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

**PROPOSAL 4:  
RE-ELECTION OF DAGUANG HE AS DIRECTOR OF THE COMPANY**

According to article 87 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 executive directors 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 two executive officers. Daguang He is the longest in office among the remaining four directors and wishes to offer himself for re-election. Accordingly, one director, Daguang He, shall retire this year, and he is eligible for re-election.

The board proposes to re-elect Daguang He as director of the Company.

**PROPOSAL 5:  
REFRESHMENT OF THE LIMITED UNDER THE 2008 SHARE OPTION PLAN**

According to section 4.1 of the Company’s 2008 share option plan (the “2008 Share Option Plan”), the total number of shares which may be issued upon exercise of all options to be granted under the 2008 Share Option Scheme and any other share option schemes of the Company (the “Limit”) shall not exceed 10% of the Company’s ordinary shares outstanding as of the date of the relevant resolution passed by the shareholders of Phoenix Satellite Television Holdings Limited (or “Phoenix TV”). Phoenix TV indirectly owned 50.26% of the Company’s ordinary shares as of June 8, 2012. Shareholders may obtain a copy of the 2008 Share Option Scheme, free of charge, at [http://sec.gov/Archives/edgar/data/1509646/000104746911003949/a2201510zex-10\\_2.htm](http://sec.gov/Archives/edgar/data/1509646/000104746911003949/a2201510zex-10_2.htm).

The existing Limit (the “Existing Limit”) is 32,000,000, which is 10% of the Company’s ordinary shares outstanding as of the date of adoption of the 2008 Share Option Scheme by Phoenix TV’s shareholders on June 20, 2008. The Company’s specific grant of 67,000,000 options to certain eligible persons in July 2008, and its grant of 19,008,200 restricted shares, and restricted share units carrying rights to receive 10,050,958 class A ordinary shares in March 2011 did not count toward determining the depletion of the Limit in accordance with the terms of the 2008 Share Option Plan. As of June 30, 2012, options to subscribe for 1,013,561 class A ordinary shares could be re-granted under the terms of the 2008 Share Option Plan, and the remainder of options up to the Existing Limit had been exercised, or had lapsed or been cancelled under the terms of the 2008 Share Option Plan. Out of all options, restricted shares and restricted share units granted, a total of 33,711,491 have been lapsed or canceled and cannot be re-granted. As of June 30, 2012, options and restricted share units to subscribe for 17,852,327 class A ordinary shares remained outstanding.

Pursuant to section 4.1(b) of the 2008 Share Option Plan, the Company may seek approval from the shareholders of Phoenix TV and from the Company’s shareholders in general meetings to refresh the Limit, provided that the refreshed Limit (the “Refreshed Limit”) shall not exceed 10% of the Class A ordinary shares outstanding as at the date of the approval of the Refreshed Limit by the shareholders of Phoenix TV. Under the terms of the 2008 Share Option Limit, the Company does not have any other share option scheme in issue as of the date of this proxy statement other than the 2008 Share Option Plan, and options previously granted under the 2008 Share Option Plan will not be counted for the purpose of calculating the Refreshed Limit. At an extraordinary general meeting of Phoenix TV on June 8, 2012, the shareholders of Phoenix TV approved the Refreshed Limit of 31,410,107 class A ordinary shares (10% of the 314,101,077 class A ordinary shares outstanding as of such date).

The board proposes to approve the refreshment of the Limit, thereby increasing the total number of class A ordinary shares which may be issued upon exercise of all options to be granted under the 2008 Share Option Scheme and any other share option schemes of the Company by 31,410,107 class A ordinary shares.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE REFRESHMENT OF THE LIMIT UNDER THE 2008 SHARE OPTION PLAN.

**PROPOSAL 6:  
AUTHORIZATION OF THE DIRECTORS AND OFFICERS OF THE COMPANY**

The board of directors proposes to authorize the each of the directors or 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 OR 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: July 10, 2012

**Deutsche Bank Trust Company Americas**

Trust & Securities Services  
Global Equity Services

**DEPOSITARY RECEIPTS****Depositary Notice of Annual General Meeting of Shareholders of Phoenix New Media Limited.**

Issue: **Phoenix New Media Limited / CUSIP: 71910C103**

Country: **Cayman Islands**

Meeting Details: **Annual General Meeting of Shareholders at No. 2-6, Dai King Street, Taipo Industrial Estate, Taipo, New Territories, Hong Kong on August 16, 2012, at 3:00 p.m., local time**

Meeting Agenda: **The Company's Notice of Meeting including the Agenda is attached**

Voting Deadline: **On or before Aug 10, 2012 at 3:00PM (New York City time)**

ADS Record Date: **July 10, 2012**

Ordinary : ADS ratio: **8 Ordinary Share : 1 ADS**

Deutsche Bank Trust Company Americas, as depositary (the "Depositary") for American Depositary Share ("ADS") program of Phoenix New Media Ltd. (the "Company") has received notice from the Company of its Annual General Meeting of Shareholders currently scheduled on the date set forth above. **A copy of the Notice of Meeting from the Company which includes the agenda can be found on the Company's website <http://ir.ifeng.com>**

In accordance with the provisions of the Deposit Agreement governing the ADSs, registered holders of ADRs ("Holders") at the close of business (NY time) on the ADS Record Date set forth above will be entitled, subject to applicable law, the Memorandum and Articles of Association and the provisions of or governing the Shares, to instruct the Depositary as to the exercise of the voting rights pertaining to the ordinary shares represented by such Holder's ADS. A voting instruction form is enclosed for that purpose.

With respect to any properly completed voting instructions received by the Depositary on or prior to the Voting Deadline set forth above, the Depositary shall endeavor, insofar as practicable and permitted under applicable law, the provisions of this Deposit Agreement, the Memorandum and Articles of Association and the provisions of or governing the Deposited Securities, to vote or cause the Custodian to vote the Shares (in person or by proxy) represented by ADSs in accordance with such voting instructions.

In the event that (i) the Depositary timely receives voting instructions from a Holder which fail to specify the manner in which the Depositary is to vote the Shares represented by such Holder's ADSs or (ii) no timely instructions are received by the Depositary from a Holder with respect to any of the Shares represented by the ADSs held by such Holder on the ADS Record Date, pursuant to the Deposit Agreement the Holder of such unvoted ADSs will be deemed to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Shares and the Depositary shall provide a discretionary proxy to a person designated by the Company to vote such Shares, provided, however, that no such instruction shall be deemed to have been given and no such discretionary proxy shall be given with respect to any matter as to which the Company informs the Depositary (and the Company agrees to provide such information as promptly as practicable in writing, if applicable) that (x) the Company does not wish to give such proxy, (y) the Company is aware or should reasonably be aware that substantial opposition exists from Holders against the outcome for which the person designated by the Company would otherwise vote or (z) the outcome for which the person designated by the Company would otherwise vote would materially and adversely affect the rights of holders of Shares, provided, further, that the Company will have no liability to any Holder or Beneficial Owner resulting from such notification. Holders are advised that the Company had not informed the Depositary of any of (x), (y) or (z) above.

In the event that voting on any resolution or matter is conducted on a show of hands basis in accordance with the Memorandum and Articles of Association, the Depositary will refrain from voting and the voting instructions (or the deemed voting instructions, as set out above) received by the Depositary from Holders shall lapse. The Depositary will have no obligation to demand voting on a poll basis with respect to any resolution and shall have no liability to any Holder or Beneficial Owner for not having demanded voting on a poll basis.

Holders are advised that subject to applicable law, regulation and the Memorandum and Articles of Association, the Depositary shall, if so requested in writing by the Company, represent all Shares (whether or not voting instructions have been received in respect of such Shares from Holders as of the ADS Record Date) for the purpose of establishing quorum at a meeting of shareholders.

Notwithstanding the above, save for applicable provisions of the law of the Cayman Islands, the Depositary shall not be liable for any failure to carry out any instructions to vote any of the Shares or the manner in which such vote is cast or the effect of such vote.

*For more information, contact:*

***Duewa Brooks***

***Depositary Receipts***

***212 250 1305 phone***

***212 797 0327 fax***



ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
**PHOENIX NEW MEDIA LIMITED**

August 16, 2012

Please sign, date and mail  
 your proxy card in the  
 envelope provided as soon  
 as possible.

i Please detach along perforated line and mail in the envelope provided. i

n 00033033300300000000 3

081612

ISSUES PRESENTED FOR CONSIDERATION BY THE ANNUAL GENERAL MEETING ON AUGUST 16, 2012:  
 PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

	FOR	AGAINST	ABSTAIN
1. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To ratify the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as independent auditor of the Company for the fiscal year ended December 31, 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize the board of directors to fix the remuneration of the independent auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect the director, Daguang He, who retires by rotation pursuant to the article 87(1) of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To refresh, pursuant to section 4.1(b) of the Company's 2008 share option scheme (the "2008 Share Option Plan"), the total number of shares which may be issued upon exercise of all options to be granted under the 2008 Share Option Plan and any other share option schemes of the Company pursuant to the "Limit", thereby increasing the Limit by 31,410,107 class A ordinary shares of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorize each of the directors or 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 discretions, thinks fit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. <input type="checkbox"/>			

Signature of Shareholder  Date:

Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person. n