

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

**FORM 20-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2021.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-35158

**Phoenix New Media Limited**

(Exact name of Registrant as specified in its charter)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

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

(Address of principal executive offices)

**Contact Person: Mr. Edward Lu  
Chief Financial Officer  
(86 10) 6067-6869  
Sinolight Plaza, Floor 16  
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Wangjing, Chaoyang District,  
Beijing 100102  
People's Republic of China**

\*(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing eight Class A ordinary shares	FENG	New York Stock Exchange, Inc.
Class A ordinary shares, par value \$0.01 per share*	N/A	New York Stock Exchange, Inc.

\* Not for trading, but only in connection with the registration of American Depositary Shares representing such Class A ordinary shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

264,998,965 Class A ordinary shares were outstanding as of December 31, 2021

317,325,360 Class B ordinary shares were outstanding as of December 31, 2021

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

**PHOENIX NEW MEDIA LIMITED**  
**FORM 20-F ANNUAL REPORT**  
**FISCAL YEAR ENDED DECEMBER 31, 2021**

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## Conventions that Apply to this Annual Report on Form 20-F

In this annual report, unless otherwise indicated:

- “ADSs” refers to our American depositary shares, each of which represents eight Class A ordinary shares and “ADRs” refers to the American depositary receipts that may evidence our ADSs;
- “Chenhuan” refers to Beijing Chenhuan Technology Co., Ltd., a PRC domestic company and one of the VIEs;
- “China” or “PRC” refers to the People’s Republic of China, excluding, for the purposes of this annual report on Form 20-F only, Taiwan, Hong Kong and Macau;
- “Class A ordinary shares” refer to our Class A ordinary shares, par value US\$0.01 per share;
- “Class B ordinary shares” refer to our Class B ordinary shares, par value US\$0.01 per share, each of which shall be entitled to 1.3 votes on all matters subject to shareholders’ vote;
- “Fenghuang On-line” refers to Fenghuang On-line (Beijing) Information Technology Co., Ltd., a wholly foreign-owned PRC entity and an indirect wholly-owned subsidiary of our company;
- “Fenghuang Ronghe” refers to Beijing Fenghuang Ronghe Investment Co., Ltd., a PRC domestic company and one of the VIEs;
- “Fengyu Network” refers to Beijing Fengyu Network Technology Co., Ltd., a PRC domestic company and a subsidiary of Chenhuan;
- “Huanyou Tianxia” refers to Beijing Huanyou Tianxia Technology Co., Ltd., a PRC domestic company and an indirect subsidiary of Tianying Jiuzhou;
- “ordinary shares” refer to our Class A ordinary shares and Class B ordinary shares, collectively;
- “Phoenix TV” refers to Phoenix Media Investment (Holdings) Limited;
- “Phoenix TV (BVI)” refers to Phoenix Satellite Television (B.V.I.) Holding Limited, a wholly owned direct subsidiary of Phoenix TV, which directly owned 54.5% of our share capital as of March 31, 2022.
- “Phoenix TV Group” refers to Phoenix TV and its subsidiaries, not including our company.
- “PRC subsidiaries” refer to Fenghuang On-line (Beijing) Information Technology Co., Ltd., Beijing Fenghuang Yutian Software Technology Co., Ltd., Fenghuang Feiyang (Beijing) New Media Information Technology Co., Ltd., Beijing Fenghuang Borui Software Technology Co., Ltd., Qieyiyou (Beijing) Information Technology Co., Ltd. and any other companies established in the PRC in which we hold direct or indirect certain equity interests and whose financial results are consolidated into our financial statements in accordance with U.S. GAAP; and unless otherwise specified herein, references to “PRC subsidiaries” in this annual report do not include the companies established in the PRC in which we do not hold directly or indirectly any equity interest but whose financial results are consolidated into our financial statements as variable interest entities in accordance with U.S. GAAP.
- “Qieyiyou” refers to Qieyiyou (Beijing) Information Technology Co., Ltd., a wholly foreign-owned PRC entity and an indirect wholly-owned subsidiary of our company;
- “RMB” or “Renminbi” refers to the legal currency of China; “\$”, “dollars”, “US\$” and “U.S. dollars” refer to the legal currency of the United States;
- “Tianying Jiuzhou” refers to Beijing Tianying Jiuzhou Network Technology Co., Ltd., a PRC domestic company and one of the VIEs;

- “VIEs” refer to Beijing Fenghuang Ronghe Investment Co., Ltd., Beijing Tianying Jiuzhou Network Technology Co., Ltd., and Beijing Chenhuan Technology Co., Ltd., each of which is a PRC domestic company. Significant part of our operations in China are conducted by the VIEs, in which we do not own any equity interest, through contractual arrangements. We treat all of these three PRC domestic companies as variable interest entities and have consolidated their financial results in our financial statements in accordance with generally accepted accounting principles in the United States, or U.S. GAAP;
- “we”, “us”, “our company”, “our” and “Phoenix New Media” refer to Phoenix New Media Limited, a Cayman Islands company and its subsidiaries, and, in the context of describing our operations and consolidated financial information, its VIEs in China, including but not limited to Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan; and
- “Yifeng Lianhe” refers to Yifeng Lianhe (Beijing) Technology Co., Ltd., a PRC domestic company wholly owned by Fenghuang Ronghe.

This annual report contains statistical data that we obtained from various government and private publications, as well as a database issued by Shanghai iResearch Co., Ltd., a third-party PRC consulting and market research firm focused on Internet media markets. We have not independently verified the data in these reports and database. Statistical data in these publications also include projections based on a number of assumptions. If any one of the assumptions underlying the statistical data turns out to be incorrect, actual results may differ from the projections based on these assumptions.

This annual report on Form 20-F includes our audited consolidated financial statements for the years ended December 31, 2019, 2020 and 2021, and as of December 31, 2020 and 2021.

Our ADSs are listed on the New York Stock Exchange under the symbol “FENG.”

Unless otherwise noted, all translations from Renminbi to U.S. dollars and from U.S. dollars to Renminbi in this annual report are made at a rate of RMB6.3726 to US\$1.00, the exchange rate in effect as of December 30, 2021 as set forth in the H.10 statistical release of The Board of Governors of the Federal Reserve System. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, or at all.

## Forward-Looking Information

This annual report on Form 20-F contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify these forward-looking statements by words or phrases such as “aim,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “likely to,” “may,” “plan,” “will” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, operating results, business strategy and financial needs. These forward-looking statements include:

- our growth strategies, including without limitation strategies to grow particular products or services;
- our future business development, operating results and financial condition;
- expected changes in our revenues, including in components of our total revenues, and cost or expense items;
- our ability to continue and manage the expansion of our operations; and
- changes in general economic and business conditions in China.

The forward-looking statements made in this annual report on Form 20-F relate only to events or information as of the date on which the statements are made in this annual report on Form 20-F. We undertake no 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. You should read this annual report on Form 20-F and the documents that we reference in this annual report on Form 20-F and have filed as exhibits hereto with the understanding that our actual future results may be materially different from what we expect. You should not rely upon forward-looking statements as predictions of future events.

Other sections of this annual report on Form 20-F include additional factors that could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not required.

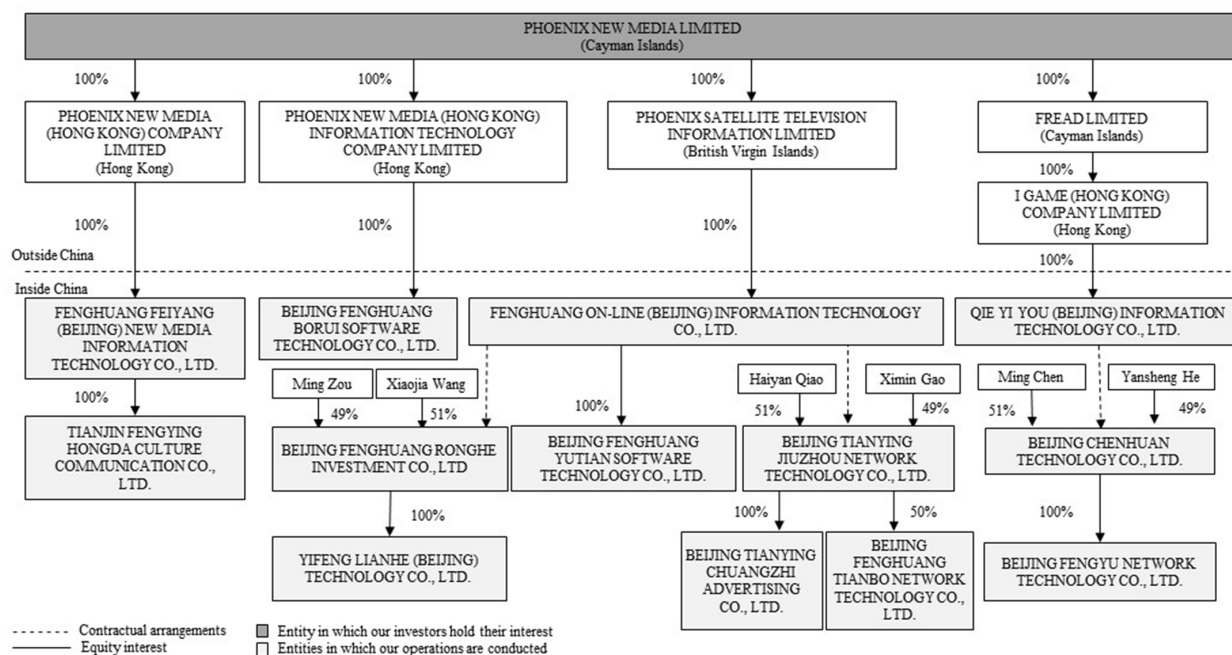
**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not required.

### ITEM 3. KEY INFORMATION

#### Our Corporate Structure

The following diagram illustrates our corporate structure as of the date of this annual report, including our subsidiaries, the VIEs and their subsidiaries which are significant subsidiaries as defined in rule 1-02(w) of Regulation S-X:



#### Our Corporate Structure and Contractual Arrangements with the VIEs

Phoenix New Media Limited is not an operating company in China but a Cayman Islands holding company, which has no equity ownership in its VIEs, with operations primarily conducted by its PRC subsidiaries and through contractual arrangements with its VIEs based in China. Currently, VIEs are (i) Fenghuang Ronghe, (ii) Tianying Jiuzhou and (iii) Chenhuan. Under the PRC laws and regulations, the operation and provision of internet information services to the public, value-added telecommunication-based online marketing, internet audio visual program services and internet culture operations (except for music) in the PRC is subject to foreign investment restrictions and license requirements. Therefore, we operate such businesses in China through the VIEs, and rely on contractual arrangements among our PRC subsidiaries, the VIEs and their respective shareholders to control the business operations of the VIEs. Revenue contributed by the VIEs and their subsidiaries accounted for 48.3%, 42.2% and 44.7% of our total revenues for the years ended December 31, 2019, 2020 and 2021, respectively. As used in this annual report, “we”, “us”, “our company”, “our” and “Phoenix New Media” refer to Phoenix New Media Limited, a Cayman Islands company and its subsidiaries, and, in the context of describing its operations and consolidated financial information, its VIEs in China, including but not limited to Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan. Investors in our ADSs are not purchasing equity interest in our operating entities in China, but instead are purchasing an equity interest in Phoenix New Media Limited, a Cayman Islands holding company. The VIEs are consolidated with our results of operations for accounting purposes. However, we do not own equity interest in Fenghuang Ronghe, Tianying Jiuzhou, or Chenhuan. Furthermore, Phoenix New Media Limited, as our holding company, does not conduct operating activities other than holding investment in certain of our equity investees.

Our Subsidiaries, the VIEs and their respective shareholders have entered into a series of contractual agreements, including loan agreements, equity pledge agreements, exclusive equity option agreements, exclusive technical consulting and service agreements, voting right entrustment agreements, and spousal consent letters. Terms contained in the contractual arrangements with each of the VIEs and their respective shareholders are substantially similar. For more details of these contractual arrangements, see “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements with the VIEs.”

The contractual arrangements may not be as effective as ownership in providing us with control over the VIEs. If the VIEs or their shareholders fail to perform their respective obligations under these contractual arrangements, our recourse to the assets held by



the VIEs is indirect and we may have to incur substantial costs and expend significant resources to enforce such arrangements in reliance on legal remedies under PRC law. These remedies may not always be effective, particularly in light of uncertainties regarding the interpretation and enforcement of the relevant laws and regulations. Furthermore, in connection with litigation, arbitration or other judicial or dispute resolution proceedings, assets under the name of any of record holder of equity interest in the VIEs, including such equity interest, may be put under court custody. As a consequence, we cannot be certain that the equity interest will be disposed pursuant to the contractual arrangement or ownership by the record holder of the equity interest. See “—D. Risk Factors—Risks Relating to Our Corporate Structure—We rely on contractual arrangements with the VIEs in China, and their shareholders, for our business operations, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interests,” and “—D. Risk Factors—Risks Relating to Our Corporate Structure—The shareholders of the VIEs may have potential conflicts of interest with us.”

Our corporate structure is subject to risks associated with our contractual arrangements with the VIEs. Investors may never directly hold equity interests in the VIEs. If the PRC government finds that the agreements that establish the structure for operating our business do not comply with PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe penalties, forced to relinquish our interests in those operations or required to restructure our ownership structure or operations, including terminating the contractual arrangements with the VIEs or deregistering the equity pledge of the VIEs, which in turn would affect our ability to consolidate, derive economic interests from, or exert effective control over the VIEs and thus have a material effect on our operations and result in the value of our ADSs diminishing substantially and our ADSs may become worthless. Our holding company, our PRC subsidiaries, the VIEs, and investors of our company face uncertainty regarding potential future actions by the PRC government that could affect the enforceability of the contractual arrangements with the VIEs and, consequently, significantly affect the financial performance of the VIEs and our company as a whole.

There are also substantial uncertainties regarding the interpretation and application of current and future PRC laws, regulations and rules regarding the status of the rights of our Cayman Islands holding company with respect to its contractual arrangements with the VIEs and their respective shareholders. It is uncertain whether any new PRC laws or regulations relating to variable interest entity structures will be adopted or if adopted, what they would provide. If we or any of the VIEs is found to be in violation of any existing or future PRC laws or regulations, or fail to obtain or maintain any of the required permits or approvals, the relevant PRC regulatory authorities would have broad discretion in accordance with the applicable laws and regulations to take action in dealing with such violations or failures. See “—D. Risk Factors—Risks Relating to Our Corporate Structure—If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with PRC governmental restrictions on foreign investment in Internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we would be subject to severe penalties or be forced to relinquish our interests in those operations,” and “—D. Risk Factors—Risks Relating to Doing Business in China—Uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.”

We face various legal and operational risks and uncertainties associated with being based in or having our operations primarily in China and the country’s complex and evolving laws and regulations. For example, we face risks associated with regulatory approvals on offerings conducted overseas by and foreign investment in China-based issuers, the use of the VIEs, anti-monopoly regulatory actions, and oversight on cybersecurity and data privacy, which may impact our ability to conduct certain businesses, accept foreign investments, or list on a United States or other foreign exchange outside of China. These risks could result in a material adverse change in our operations and the value of our ADSs, significantly limit or completely hinder our ability to offer or continue to offer securities to investors, or cause the value of such securities to significantly decline or become worthless. For a detailed description of risks related to doing business in China, see “—D. Risk Factors—Risks Related to Doing Business in China.” Furthermore, the Holding Foreign Companies Accountable Act, or the HFCA Act, may affect our ability to maintain our listing on the NYSE. In particular, as stated in its report dated December 16, 2021, the U.S. Public Company Accounting Oversight Board, or the PCAOB, has determined that it is unable to inspect or investigate completely registered public accounting firms headquartered in mainland China and Hong Kong, including our auditor as an independent registered public accounting firm. See “—D. Risks Factors—Risks Relating to Doing Business in China— Due to the enactment of the Holding Foreign Companies Accountable Act, or the HFCA Act, we may not be able to maintain our listing on the NYSE or the trading of our ADSs in any U.S. market.”

#### **Permissions Required from the PRC Authorities for Our Operations**

We conduct our business primarily through our subsidiaries and the VIEs in China. Our business operations in China are governed by PRC laws and regulations. As of the date of this annual report, our PRC subsidiaries and the VIEs have received all material permissions that are, or may be, required for our business operations in China, and no material permission has been denied from us by relevant authorities in China, except that we are in the process of applying for the algorithmic recommendation service record-filing and those as disclosed in “—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet audio-visual program transmission license has exposed, and may continue to expose, us to administrative sanctions, including the banning of our paid mobile video services and video advertising services, which would materially and adversely affect our business

and results of operation,” “—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet news license may expose us to administrative sanctions, including an order to cease our Internet information services or to cease the Internet access services provided by third parties to us. In 2021, approximately 90.7% of our total revenues were derived from Internet information services and services that relied on Internet access services from third parties,” “—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain NRTA’s approval for introducing and broadcasting foreign television programs could have a material adverse effect on our ability to conduct our business,” “—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain certain permits for our advertising services that contain drug-related information would subject us to penalties,” and “—D. Risk Factors—Risks Relating to Our Business and Industry—If we fail to obtain or maintain all applicable permits and approvals, or fail to comply with PRC regulations, relating to Internet publishing services, our ability to conduct our digital reading business and certain other businesses could be affected and we could be subject to penalties and other administrative sanctions.” Given the uncertainties of interpretation and implementation of relevant laws and regulations and the enforcement practice by relevant government authorities, we may be required to obtain additional licenses, permits, filings or approvals for the functions and services of our platform in the future.

In connection with our issuance of securities to foreign investors, under currently effective PRC laws, regulations and regulatory rules, as of the date of this annual report, we, our PRC subsidiaries and the VIEs, (i) are not required to obtain permissions from the China Securities Regulatory Commission, or the CSRC, (ii) have not been involved in any cybersecurity review initiated by the Cyberspace Administration of China, or the CAC, and (iii) have not received or were denied such requisite permissions by any PRC authority.

However, the PRC government has recently indicated an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers. For more detailed information, see “—D. Risk Factors—Risks Relating to Doing Business in China—The approval, filing or other requirements of the CSRC, CAC or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas. Our failure to obtain these approvals, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs.”

### **Cash and Asset Flows through Our Organization**

Under PRC law, we may provide funding to our PRC subsidiaries only through capital contributions or loans, and to the VIEs only through loans, subject to satisfaction of applicable government registration and approval requirements. For risks relating to the fund flows of our operations in China, see “Item 3. Key Information—Risk Factors—Risks Related to Doing Business in China—We rely on dividends and other distributions on equity from our PRC subsidiaries to fund any cash and financing requirements we have, and any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business.”

Phoenix New Media Limited transfers cash to its wholly-owned Hong Kong subsidiaries, by making capital contributions or providing loans, and the Hong Kong subsidiaries transfer cash to the subsidiaries in China by making capital contributions or providing loans to them. Because Phoenix New Media Limited and its subsidiaries control the VIEs through contractual arrangements, they are not able to make direct capital contribution to the VIEs and their subsidiaries. However, they may transfer cash to the VIEs by loans or by making payment to the VIEs for inter-group transactions.

Prior to December 31, 2019, Phoenix New Media Limited, through its intermediate holding companies, provided capital contribution of RMB449.2 million to its subsidiaries in China. In 2020, Phoenix New Media Limited, through its intermediate holding companies, provided capital contribution of RMB78.4 million to its subsidiaries in China. Subsequently there was no additional capital contribution or loan investment from Phoenix New Media Limited to its subsidiaries in China. In 2021, the primary beneficiary of VIEs withdrew RMB9.6 million (US\$1.5 million) of investment in the VIEs during the contractual reorganization incurred in the first quarter of 2021, under which Fenghuang On-line terminated the contractual agreements with Yifeng Lianhe and then entered into a series of new contractual arrangements with Fenghuang Ronghe.

In 2019, our subsidiaries received debt financing of RMB877.3 million from Phoenix New Media Limited and repaid RMB72.3 million and RMB39.2 million (US\$6.1 million) to Phoenix New Media Limited for the years ended December 31, 2020 and 2021, respectively. In 2019, the VIEs received debt financing of RMB308.4 million from the subsidiaries, and repaid RMB225.5 million and RMB33.4 million (US\$5.2 million) to the subsidiaries for the years ended December 31, 2020 and 2021, respectively.

For the years ended December 31, 2019, 2020 and 2021, no dividends or distributions were made to Phoenix New Media Limited by our subsidiaries. Under PRC laws and regulations, our PRC subsidiaries and VIEs are subject to certain restrictions with respect to paying dividends or otherwise transferring any of their net assets to us. Remittance of dividends by a wholly foreign-owned enterprise out of China is also subject to examination by the banks designated by SAFE. The amounts restricted include the paid-up capital and the statutory reserve funds of our PRC subsidiaries and VIEs, totaling RMB759.1 million, RMB636.5 million and

RMB646.3 million (US\$101.4 million) as of December 31, 2019, 2020 and 2021, respectively. Furthermore, cash transfers from our PRC subsidiaries to entities outside of China are subject to PRC government control of currency conversion. Shortages in the availability of foreign currency may temporarily delay the ability of our PRC subsidiaries and VIEs to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. For risks relating to the fund flows of our operations in China, see “Item 3. Key Information—Risk Factors—Risks Relating to Doing Business in China—We rely on dividends and other distributions on equity from our PRC subsidiaries to fund any cash and financing requirements we have, and any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business.” We do not have a cash management policy to dictate how funds are transferred between the VIEs and our subsidiaries.

Phoenix New Media Limited has no present plan to pay any cash dividends on our ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividend Policy.” For PRC and United States federal income tax considerations of an investment in our ADSs, see “Item 10. Additional Information—E. Taxation.”

For the years ended December 31, 2019, 2020 and 2021, no assets other than cash were transferred through our organization.

## Taxation on Dividends or Distributions

Phoenix New Media Limited's source of dividend partly comes from dividends paid by its PRC subsidiaries, including the primary beneficiary of the VIEs, which in part depends on payments received from the VIEs under the contractual arrangements with the VIEs. None of our subsidiaries has declared or paid any dividend or distribution to Phoenix New Media Limited. Phoenix New Media Limited does not have any present plan to pay any cash dividends on its ordinary shares in the foreseeable future and we currently intend to retain most, if not all, of our available funds and any future earnings to fund the development and growth of our business. The undistributed earnings that are subject to dividend tax are expected to be indefinitely reinvested for the foreseeable future.

For purposes of illustration, the following discussion reflects the hypothetical taxes that we might be required to pay within mainland China, assuming that: (i) we have taxable earnings, and (ii) we determine to pay a dividend in the future:

	Tax calculation (1)	
Hypothetical pre-tax earnings (2)	100.0	%
Tax on earnings at statutory rate of 25% (3)	(25.0)	%
Net earnings available for distribution	75.0	%
Withholding tax at standard rate of 10% (4)	(7.5)	%
Net distribution to Parent/Shareholders	67.5	%

### Notes:

- (1) For purposes of this example, the tax calculation has been simplified. The hypothetical book pre-tax earnings amount, not considering timing differences, is assumed to equal taxable income in China.
- (2) Under the terms of VIE agreements, our PRC subsidiaries may charge the VIEs for services provided to VIEs. These service fees shall be recognized as expenses of the VIEs, with a corresponding amount as revenues by our PRC subsidiaries and eliminate in consolidation. For income tax purposes, our PRC subsidiaries and VIEs file income tax returns on a separate company basis. The service fees paid are recognized as a tax deduction by the VIEs and as income by our PRC subsidiaries and are tax neutral.
- (3) Certain of our subsidiaries and the VIEs qualify for a 15% preferential income tax rate in China. However, such rate is subject to qualification, is temporary in nature, and may not be available in a future period when distributions are paid. For purposes of this hypothetical example, the table above reflects a maximum tax scenario under which the full statutory rate would be effective.
- (4) The PRC Enterprise Income Tax Law imposes a withholding income tax of 10% on dividends distributed by a foreign invested enterprise, or FIE, to its immediate holding company outside of China. A lower withholding income tax rate of 5% is applied if the FIE's immediate holding company is registered in Hong Kong or other jurisdictions that have a tax treaty arrangement with China, subject to a qualification review at the time of the distribution. For purposes of this hypothetical example, the table above assumes a maximum tax scenario under which the full withholding tax would be applied.

The table above has been prepared under the assumption that all profits of the VIEs will be distributed as fees to our PRC subsidiaries under tax neutral contractual arrangements. If, in the future, the accumulated earnings of the VIEs exceed the service fees paid to our PRC subsidiaries (or if the current and contemplated fee structure between the intercompany entities is determined to be non-substantive and disallowed by Chinese tax authorities), the VIEs could make a non-deductible transfer to our PRC subsidiaries for the amounts of the stranded cash in the VIEs. This would result in such transfer being non-deductible expenses for the VIEs but still taxable income for the PRC subsidiaries. Our management believes that there is only a remote possibility that this scenario would happen.

## Financial Information Related to the VIEs

The following tables present the condensed consolidating schedule of financial performance, financial position and cash flows for the VIEs and other entities for the periods and as of the dates presented.

### Selected Condensed Consolidated Statements of Operations Data

	For the Year Ended December 31, 2021					Consolidated Totals
	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	
	RMB (in thousands)					
Inter-company revenues (1) (4)	—	6,769	36,020	27,038	(69,827)	—
Third-party revenues	—	570,038	8	460,285	—	1,030,331
Inter-company cost of revenues (1) (4)	—	(48,736)	—	(19,845)	68,581	—
Third-party cost of revenues	—	(299,015)	(58,723)	(239,659)	—	(597,397)
<b>Gross profit</b>	—	<b>229,056</b>	<b>(22,695)</b>	<b>227,819</b>	<b>(1,246)</b>	<b>432,934</b>
Total operating expenses	(16,556)	(228,824)	(122,595)	(402,300)	1,246	(769,029)
<b>(Loss)/income from operations</b>	<b>(16,556)</b>	<b>232</b>	<b>(145,290)</b>	<b>(174,481)</b>	<b>—</b>	<b>(336,095)</b>
Income from non-operations	10,930	42,265	2,955	27,460	—	83,610
Share of loss from subsidiaries and VIEs (2)	(200,075)	(228,466)	(85,093)	—	513,634	—
<b>Loss before tax</b>	<b>(205,701)</b>	<b>(185,969)</b>	<b>(227,428)</b>	<b>(147,021)</b>	<b>513,634</b>	<b>(252,485)</b>
Income tax expense	—	(14,028)	—	(6,553)	—	(20,581)
<b>Net loss</b>	<b>(205,701)</b>	<b>(199,997)</b>	<b>(227,428)</b>	<b>(153,574)</b>	<b>513,634</b>	<b>(273,066)</b>
Net (income)/loss attributable to noncontrolling interests	—	(78)	—	67,443	—	67,365
<b>Net loss attributable to Phoenix New Media Limited</b>	<b>(205,701)</b>	<b>(200,075)</b>	<b>(227,428)</b>	<b>(86,131)</b>	<b>513,634</b>	<b>(205,701)</b>

**For the Year Ended December 31, 2020**

	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	Consolidated Totals
RMB (in thousands)						
Inter-company revenues (1) (4)	—	18,751	74,270	11,038	(104,059)	—
Third-party revenues	—	698,469	—	510,376	—	1,208,845
Inter-company cost of revenues (1) (4)	—	(82,736)	—	(19,583)	102,319	—
Third-party cost of revenues	—	(296,659)	(22,551)	(240,076)	—	(559,286)
<b>Gross profit</b>	<b>—</b>	<b>337,825</b>	<b>51,719</b>	<b>261,755</b>	<b>(1,740)</b>	<b>649,559</b>
Total operating expenses	(39,303)	(289,678)	(125,961)	(298,933)	1,740	(752,135)
<b>(Loss)/income from operations</b>	<b>(39,303)</b>	<b>48,147</b>	<b>(74,242)</b>	<b>(37,178)</b>	<b>—</b>	<b>(102,576)</b>
Income/(loss) from non-operations	497,408	26,898	34,317	(9,425)	—	549,198
Share of loss from subsidiaries and VIEs (2)	(40,129)	(104,860)	(55,470)	—	200,459	—
<b>Income/(loss) before tax from continuing operations</b>	<b>417,976</b>	<b>(29,815)</b>	<b>(95,395)</b>	<b>(46,603)</b>	<b>200,459</b>	<b>446,622</b>
Income tax expense	—	(12,746)	—	(6,231)	—	(18,977)
<b>Net income/(loss) from continuing operations</b>	<b>417,976</b>	<b>(42,561)</b>	<b>(95,395)</b>	<b>(52,834)</b>	<b>200,459</b>	<b>427,645</b>
Net loss from discontinued operations, net of income taxes	—	—	—	—	—	(62,366)
<b>Net income/(loss)</b>	<b>417,976</b>	<b>(42,561)</b>	<b>(95,395)</b>	<b>(52,834)</b>	<b>200,459</b>	<b>365,279</b>
Net (income)/loss from continuing operations attributable to noncontrolling interests	—	2,432	—	(12,101)	—	(9,669)
Net loss from discontinued operations attributable to noncontrolling interests	—	—	—	—	—	24,759
<b>Net loss attributable to noncontrolling interests</b>	<b>—</b>	<b>2,432</b>	<b>—</b>	<b>(12,101)</b>	<b>—</b>	<b>15,090</b>
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	417,976	(40,129)	(95,395)	(64,935)	200,459	417,976
Net loss from discontinued operations attributable to Phoenix New Media Limited	—	—	—	—	—	(37,607)
<b>Net income/(loss) attributable to Phoenix New Media Limited</b>	<b>417,976</b>	<b>(40,129)</b>	<b>(95,395)</b>	<b>(64,935)</b>	<b>200,459</b>	<b>380,369</b>

For the Year Ended December 31, 2019

	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	Consolidated Totals
RMB (in thousands)						
Inter-company revenues (1) (4)	—	27,396	37,770	43,401	(108,567)	—
Third-party revenues	—	686,066	—	641,715	—	1,327,781
Inter-company cost of revenues (1) (4)	—	(61,321)	—	(44,588)	105,909	—
Third-party cost of revenues	—	(271,826)	(19,266)	(392,238)	—	(683,330)
<b>Gross profit</b>	<b>—</b>	<b>380,315</b>	<b>18,504</b>	<b>248,290</b>	<b>(2,658)</b>	<b>644,451</b>
Total operating expenses	(40,621)	(345,975)	(136,512)	(480,110)	2,658	(1,000,560)
<b>(Loss)/income from operations</b>	<b>(40,621)</b>	<b>34,340</b>	<b>(118,008)</b>	<b>(231,820)</b>	<b>—</b>	<b>(356,109)</b>
Income from non-operations	1,001,732	29,817	8,528	7,742	—	1,047,819
Share of loss from subsidiaries and VIEs (2)	(296,915)	(350,585)	(217,541)	—	865,041	—
<b>Income/(loss) before tax from continuing operations</b>	<b>664,196</b>	<b>(286,428)</b>	<b>(327,021)</b>	<b>(224,078)</b>	<b>865,041</b>	<b>691,710</b>
Income tax expense	—	(8,926)	(5,737)	(7,287)	—	(21,950)
<b>Net income/(loss) from continuing operations</b>	<b>664,196</b>	<b>(295,354)</b>	<b>(332,758)</b>	<b>(231,365)</b>	<b>865,041</b>	<b>669,760</b>
Net income from discontinued operations, net of income taxes	—	—	—	—	—	54,242
<b>Net income/(loss)</b>	<b>664,196</b>	<b>(295,354)</b>	<b>(332,758)</b>	<b>(231,365)</b>	<b>865,041</b>	<b>724,002</b>
Net income from continuing operations attributable to noncontrolling interests	—	(1,561)	—	(4,003)	—	(5,564)
Net loss from discontinued operations attributable to noncontrolling interests	—	—	—	—	—	9,391
<b>Net (income)/loss attributable to noncontrolling interests</b>	<b>—</b>	<b>(1,561)</b>	<b>—</b>	<b>(4,003)</b>	<b>—</b>	<b>3,827</b>
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	(296,915)	(332,758)	(235,368)	865,041	664,196
Net income from discontinued operations attributable to Phoenix New Media Limited	—	—	—	—	—	63,633
<b>Net income/(loss) attributable to Phoenix New Media Limited</b>	<b>664,196</b>	<b>(296,915)</b>	<b>(332,758)</b>	<b>(235,368)</b>	<b>865,041</b>	<b>727,829</b>

**Selected Condensed Consolidated Balance Sheets Data**

	As of December 31, 2021					
	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	Consolidated Totals
	RMB (in thousands)					
<b>ASSETS</b>						
Cash and cash equivalents	34,027	105,722	7,375	41,856	—	188,980
Term deposits and short term investments	—	695,446	487,410	126,172	—	1,309,028
Restricted cash	—	—	—	15,618	—	15,618
Accounts receivable, net	—	278,487	9	178,439	—	456,935
Amounts due from related parties	—	15,325	1	41,753	—	57,079
Amount due from inter-company entities (3)	835,428	251,169	333,844	104,215	(1,524,656)	—
Property and equipment, net	—	10,977	14,037	4,037	—	29,051
Intangible assets, net	—	—	2,827	19,668	—	22,495
Available-for-sale debt investments	29,401	—	—	—	—	29,401
Investment in subsidiaries (2)	794,149	467,840	354,955	—	(1,616,944)	—
Investment in VIEs (2)	—	—	(289,492)	—	289,492	—
Equity investments, net	—	13,000	—	98,128	—	111,128
Deferred income tax assets, net	—	43,997	—	48,192	—	92,189
Operating lease right-of-use assets, net	—	19,370	3,471	18,520	—	41,361
Prepayment and other assets	1,117	13,964	13,702	23,798	—	52,581
<b>Total assets</b>	<b>1,694,122</b>	<b>1,915,297</b>	<b>928,139</b>	<b>720,396</b>	<b>(2,852,108)</b>	<b>2,405,846</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)</b>						
<b>Liabilities</b>						
Accounts payable	—	151,598	1,889	63,685	—	217,172
Taxes payable	220,794	109,543	(5,773)	88,212	—	412,776
Amount due to inter-company entities (3)	44,244	726,569	80,597	673,246	(1,524,656)	—
Accrued expenses and other liabilities	1,701	125,578	33,631	225,833	—	386,743
<b>Total liabilities</b>	<b>266,739</b>	<b>1,113,288</b>	<b>110,344</b>	<b>1,050,976</b>	<b>(1,524,656)</b>	<b>1,016,691</b>
Total Phoenix New Media Limited shareholders' equity/(deficit)	1,427,383	799,149	817,795	(289,492)	(1,327,452)	1,427,383
Non-controlling interests	—	2,860	—	(41,088)	—	(38,228)
<b>Total shareholders' equity/(deficit) (2)</b>	<b>1,427,383</b>	<b>802,009</b>	<b>817,795</b>	<b>(330,580)</b>	<b>(1,327,452)</b>	<b>1,389,155</b>
<b>Total liabilities and shareholders' equity/(deficit)</b>	<b>1,694,122</b>	<b>1,915,297</b>	<b>928,139</b>	<b>720,396</b>	<b>(2,852,108)</b>	<b>2,405,846</b>



As of December 31, 2020

	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	Consolidated Totals
	RMB (in thousands)					
<b>ASSETS</b>						
Cash and cash equivalents	24,932	153,676	82,766	96,422	—	357,796
Term deposits and short term investments	—	596,823	442,822	240,388	—	1,280,033
Restricted cash	—	—	—	31,039	—	31,039
Accounts receivable, net	—	349,875	—	325,741	—	675,616
Amounts due from related parties	—	11,195	181	21,211	—	32,587
Amount due from inter-company entities (3)	867,801	286,066	427,468	31,900	(1,613,235)	—
Property and equipment, net	—	16,166	34,035	12,448	—	62,649
Intangible assets, net	—	—	732	11,664	—	12,396
Available-for-sale debt investments	36,662	—	—	—	—	36,662
Investment in subsidiaries (2)	975,487	690,559	353,918	—	(2,019,964)	—
Investment in VIEs (2)	—	—	(194,829)	—	194,829	—
Equity investments, net	—	13,000	—	81,821	—	94,821
Deferred income tax assets, net	—	41,720	—	45,147	—	86,867
Operating lease right-of-use assets, net	—	18,959	9,886	20,642	—	49,487
Prepayment and other assets	968	9,665	14,532	27,434	—	52,599
<b>Total assets</b>	<b>1,905,850</b>	<b>2,187,704</b>	<b>1,171,511</b>	<b>945,857</b>	<b>(3,438,370)</b>	<b>2,772,552</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)</b>						
<b>Liabilities</b>						
Accounts payable	—	148,450	57	72,696	—	221,203
Taxes payable	225,960	97,617	(2,147)	81,180	—	402,610
Amount due to inter-company entities (3)	16,429	926,915	92,379	577,512	(1,613,235)	—
Accrued expenses and other liabilities	27,717	32,601	41,745	382,703	—	484,766
<b>Total liabilities</b>	<b>270,106</b>	<b>1,205,583</b>	<b>132,034</b>	<b>1,114,091</b>	<b>(1,613,235)</b>	<b>1,108,579</b>
Total Phoenix New Media Limited shareholders' equity/(deficit)	1,635,744	980,487	1,039,477	(194,829)	(1,825,135)	1,635,744
Non-controlling interests	—	1,634	—	26,595	—	28,229
<b>Total shareholders' equity/(deficit) (2)</b>	<b>1,635,744</b>	<b>982,121</b>	<b>1,039,477</b>	<b>(168,234)</b>	<b>(1,825,135)</b>	<b>1,663,973</b>
<b>Total liabilities and shareholders' equity/(deficit)</b>	<b>1,905,850</b>	<b>2,187,704</b>	<b>1,171,511</b>	<b>945,857</b>	<b>(3,438,370)</b>	<b>2,772,552</b>

**Selected Condensed Consolidated Cash Flows Data**

	<b>For the Year Ended December 31, 2021</b>					
	<b>Phoenix New Media Limited</b>	<b>Other Subsidiaries</b>	<b>Primary Beneficiary of the VIEs</b>	<b>The VIEs and the VIEs' Subsidiaries</b>	<b>Eliminating Adjustments</b>	<b>Consolidated Totals</b>
	<b>RMB (in thousands)</b>					
Net cash (used in)/provided by transactions with inter-company entities	—	(80,713)	125,241	(44,528)	—	—
Net cash (used in)/provided by transactions with third parties	(34,801)	132,082	(164,863)	(75,240)	—	(142,822)
<b>Net cash (used in)/provided by operating activities</b>	<b>(34,801)</b>	<b>51,369</b>	<b>(39,622)</b>	<b>(119,768)</b>	<b>—</b>	<b>(142,822)</b>
Investment in inter-company entities (5)	—	—	(400)	—	400	—
Repatriation of capital to facilitate the reorganization (5)	—	—	10,000	—	(10,000)	—
Loans collected from/(paid to) inter-company entities (3)	—	(20,701)	42,414	(12,523)	(9,190)	—
Other investing activities	—	(95,358)	(40,329)	93,034	—	(42,653)
<b>Net cash provided by/(used in) investing activities</b>	<b>—</b>	<b>(116,059)</b>	<b>11,685</b>	<b>80,511</b>	<b>(18,790)</b>	<b>(42,653)</b>
Investments from inter-company entities (5)	—	—	—	400	(400)	—
Repatriation of capital to facilitate the reorganization (5)	—	—	—	(10,000)	10,000	—
(Repayment of)/proceeds from loans from inter-company entities (3)	39,171	11,958	(39,429)	(20,890)	9,190	—
Other financing activities	4,725	—	(8,025)	(240)	—	(3,540)
<b>Net cash (used in)/provided by financing activities</b>	<b>43,896</b>	<b>11,958</b>	<b>(47,454)</b>	<b>(30,730)</b>	<b>18,790</b>	<b>(3,540)</b>

	<b>For the Year Ended December 31, 2020</b>					
	<b>Phoenix New Media Limited</b>	<b>Other Subsidiaries</b>	<b>Primary Beneficiary of the VIEs</b>	<b>The VIEs and the VIEs' Subsidiaries</b>	<b>Eliminating Adjustments</b>	<b>Consolidated Totals</b>
	<b>RMB (in thousands)</b>					
Net cash (used in)/provided by transactions with inter-company entities	—	(190,695)	135,293	55,402	—	—
Net cash (used in)/provided by transactions with third parties	(44,706)	109,288	(84,708)	(83,169)	—	(103,295)
Net cash (used in)/provided by continuing operating activities	(44,706)	(81,407)	50,585	(27,767)	—	(103,295)
Net cash provided by discontinued operating activities	—	—	—	—	—	186
<b>Net cash (used in)/provided by operating activities</b>	<b>(44,706)</b>	<b>(81,407)</b>	<b>50,585</b>	<b>(27,767)</b>	<b>—</b>	<b>(103,109)</b>
Investment in inter-company entities (2)	—	(78,434)	—	—	78,434	—
Loans collected from/(paid to) inter-company entities (3)	—	208,888	258,649	155,085	(622,622)	—
Other investing activities	627,070	13,737	(37,142)	(123,199)	—	480,466
Net cash provided by/(used in) continuing investing activities	627,070	144,191	221,507	31,886	(544,188)	480,466
Net cash provided by discontinued investing activities	—	—	—	—	—	265,753
<b>Net cash provided by/(used in) investing activities</b>	<b>627,070</b>	<b>144,191</b>	<b>221,507</b>	<b>31,886</b>	<b>(544,188)</b>	<b>746,219</b>
Investments from inter-company entities (2)	—	—	78,434	—	(78,434)	—
Proceeds from/(repayments of) loan from inter-company entities (3)	72,262	(45,063)	(269,261)	(380,560)	622,622	—
Other financing activities	(637,375)	1,217	(7,869)	4,365	—	(639,662)
Net cash (used in)/provided by continuing financing activities	(565,113)	(43,846)	(198,696)	(376,195)	544,188	(639,662)
Net cash used in discontinued financing activities	—	—	—	—	—	—
<b>Net cash (used in)/provided by financing activities</b>	<b>(565,113)</b>	<b>(43,846)</b>	<b>(198,696)</b>	<b>(376,195)</b>	<b>544,188</b>	<b>(639,662)</b>

For the Year Ended December 31, 2019						
	Phoenix New Media Limited	Other Subsidiaries	Primary Beneficiary of the VIEs	The VIEs and the VIEs' Subsidiaries	Eliminating Adjustments	Consolidated Totals
RMB (in thousands)						
Net cash (used in)/provided by transactions with inter-company entities	—	(160,943)	87,968	72,975	—	—
Net cash (used in)/provided by transactions with third parties	(46,388)	139,469	(122,495)	(341,971)	—	(371,385)
Net cash (used in)/provided by continuing operating activities	(46,388)	(21,474)	(34,527)	(268,996)	—	(371,385)
Net cash provided by discontinued operating activities	—	—	—	—	—	41,080
<b>Net cash (used in)/provided by operating activities</b>	<b>(46,388)</b>	<b>(21,474)</b>	<b>(34,527)</b>	<b>(268,996)</b>	<b>—</b>	<b>(330,305)</b>
Loans collected from/(paid to) inter-company entities (3)	—	645,250	(254,953)	(60,000)	(330,298)	—
Other investing activities	1,875,726	(453,188)	(151,841)	270,049	—	1,540,746
Net cash provided by/(used in) continuing investing activities	1,875,726	192,062	(406,794)	210,049	(330,298)	1,540,746
Net cash used in discontinued investing activities	—	—	—	—	—	(80,352)
<b>Net cash provided by/(used in) investing activities</b>	<b>1,875,726</b>	<b>192,062</b>	<b>(406,794)</b>	<b>210,049</b>	<b>(330,298)</b>	<b>1,460,394</b>
(Repayment of)/proceeds from loans from inter-company entities (3)	(877,312)	1,439	177,176	368,399	330,298	—
Other financing activities	(970,520)	—	—	—	—	(970,520)
Net cash (used in)/provided by continuing financing activities	(1,847,832)	1,439	177,176	368,399	330,298	(970,520)
Net cash used in discontinued financing activities	—	—	—	—	—	(144,100)
<b>Net cash (used in)/provided by financing activities</b>	<b>(1,847,832)</b>	<b>1,439</b>	<b>177,176</b>	<b>368,399</b>	<b>330,298</b>	<b>(1,114,620)</b>

Notes:

- (1) It represents the elimination of the intercompany service charge at the consolidation level.
- (2) It represents the elimination of the investment among Phoenix New Media Limited, other subsidiaries, primary beneficiary of the VIEs, and the VIEs and subsidiaries of the VIEs as well as share of loss from subsidiaries and VIEs.
- (3) It represents the elimination of intercompany balances, transactions and cash flows among Phoenix New Media Limited, other subsidiaries, primary beneficiary of the VIEs, and the VIEs and subsidiaries of the VIEs.
- (4) For the years ended December 31, 2019, 2020 and 2021, the VIEs have incurred RMB43.3 million, RMB17.4 million and RMB16.8 million (US\$2.6 million), respectively, in fees related to technical services provided to the subsidiaries and subsidiaries concurrently recognized same amounts as revenues.
- (5) In March 2021, shareholders of Yifeng Lianhe transferred all of their equity interests in Yifeng Lianhe to Fenghuang Ronghe, and Yifeng Lianhe became a wholly owned subsidiary of Fenghuang Ronghe. Fenghuang On-line terminated the contractual agreements with Yifeng Lianhe and then entered into a series of new contractual arrangements with Fenghuang Ronghe. The contractual arrangements with Fenghuang Ronghe and their respective shareholders allow the Group to effectively control Fenghuang Ronghe (and indirectly control Yifeng Lianhe) and to derive substantially all of the economic benefits from them. During the reorganization, Fenghuang On-line withdrew RMB10.0 million (US\$1.6 million) of investment in Yifeng Lianhe and invested RMB0.4 million (US\$0.1 million) in Fenghuang Ronghe through contractual agreements.

## **B. Capitalization and Indebtedness**

Not required.

## **C. Reasons for the Offer and Use of Proceeds**

Not required.

## **D. Risk Factors**

### **Summary of Risk Factors**

Investing in our ADSs involves significant risks. You should carefully consider all of the information in this prospectus before making an investment in our ADSs. Below please find a summary of the material risks we face, organized under relevant headings.

### ***Risks Relating to Our Business and Industry***

Risks and uncertainties relating to our business and industry include, but are not limited to, the following:

- Due to the rapidly evolving market in which we operate, our historical results may not be indicative of our future performance and there can be no assurance that we will be able to meet internal or external expectations of future performance. (Page 20)
- We expect to continue to rely on advertising to drive a significant portion of our future revenues, and if we fail to retain existing advertisers or attract new advertisers for our advertising services, our business, operating results and growth prospects could be materially affected. (Page 20)
- We may not be successful in growing our mobile Internet related business and our revenue growth could be negatively impacted. (Page 21)
- We rely in part on application marketplaces, Internet search engines, navigation sites, web browsers, pre-installations on handsets and other social media platforms to drive traffic to our PC websites, mobile applications, mobile websites and third-party platform accounts, and if we fail to appear near the top of such search results or rankings or to retain partnership with certain handset manufacturers, traffic to our PC websites, mobile applications, mobile websites and third-party platform accounts could decline and our business and operating results could be adversely affected. (Page 21)
- If we are unable to successfully expand our mobile strategy and increase our mobile advertising revenues, our business, operating results and growth prospects could be materially affected. (Page 22)
- Newsfeed advertising is an important mobile advertising format in China. If we are unable to successfully develop our newsfeed advertising solution and adapt to new changes in advertising formats and trends, our mobile advertising revenues and growth may be materially and adversely affected. (Page 22)
- Any failure to retain large advertising agencies or attract new agencies on reasonable terms could materially and adversely affect our business. If advertising agencies demand higher service fees, our gross margin may be negatively affected. (Page 22)
- If we fail to continue to anticipate user preferences and provide high quality content that attracts and retains users, or if we have to cease providing certain content in order to comply with changing regulatory requirements, we may not be able to generate sufficient user traffic to remain competitive. (Page 23)
- If we have to limit or suspend our services in order to comply with changing and increasingly stringent regulatory requirements, our business, financial condition and results of operation may be materially adversely affected. (Page 23)
- If we fail to successfully develop and introduce new products and services to meet the preferences of users, our competitive position and ability to generate revenues could be harmed. (Page 23)

## ***Risks Relating to Our Corporate Structure***

Risks and uncertainties relating to our corporate structure include, but are not limited to, the following:

- Phoenix TV (BVI) owns our Class B ordinary shares with 1.3 votes per share, allowing it and Phoenix TV to exercise control over matters subject to shareholder approval, and their interests may not be aligned with the interests of our other shareholders. (Page 43)
- We may have conflicts of interest with Phoenix TV and, because of Phoenix TV's controlling beneficial ownership interest in our company, may not be able to resolve such conflicts on terms favorable for us. (Page 43)
- If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with PRC governmental restrictions on foreign investment in Internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we would be subject to severe penalties or be forced to relinquish our interests in those operations. (Page 44)
- We rely on contractual arrangements with the VIEs in China, and their shareholders, for our business operations, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interests. (Page 45)
- The shareholders of the VIEs may have potential conflicts of interest with us. (Page 45)
- The contractual arrangements with the VIEs may be subject to scrutiny by the PRC tax authorities and may result in a finding that we owe additional taxes or are ineligible for tax exemption, or both, which could substantially increase our taxes owed and thereby reduce our net income. (Page 46)
- We rely on dividends and other distributions on equity from our PRC subsidiaries to fund any cash and financing requirements we have, and any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business. There is no assurance that the PRC government will not intervene or impose restrictions on the company's ability to transfer cash. (Page 46)
- Strengthened scrutiny over acquisition and disposition transactions by the PRC tax authorities may have a negative impact on us or your disposition of our shares or ADS. (Page 46)

## ***Risks Relating to Doing Business in China***

We are subject to risks and uncertainties relating to doing business in China in general, including, but are not limited to, the following:

- Adverse changes in political and economic policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for our services and materially and adversely affect our competitive position. (Page 47)
- Uncertainties with respect to the PRC legal system could limit the protections available to you and us. (Page 48)
- Fluctuations in exchange rates of the Renminbi could materially affect our reported operating results. (Page 49)
- The ability of U.S. authorities to bring actions for violations of U.S. securities law and regulations against us, our directors, executive officers or the expert named in this annual report may be limited and therefore you may not be afforded the same protection as provided to investors in U.S. domestic companies. (Page 49)
- You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China, based on United States or other foreign laws, against us, our directors, executive officers or the experts named in this annual report and therefore you may not be able to enjoy the protection of such laws in an effective manner. (Page 49)
- PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the net proceeds from any offshore financing that we may undertake in the future to make loans or additional capital contributions to our PRC subsidiaries and VIEs. (Page 50)

- If the PRC government finds that our PRC beneficial owners are subject to the SAFE registration requirement under SAFE Circular 37 and the relevant implementing rules and our PRC beneficial owners fail to comply with such registration requirements, such PRC beneficial owners may be subject to personal liability, our ability to acquire PRC companies or to inject capital into our PRC subsidiaries may be limited, our PRC subsidiaries' ability to distribute profits to us may be limited, or our business may be otherwise materially and adversely affected. (Page 51)
- Failure to comply with PRC regulations regarding the registration requirements for stock incentive plans may subject the plan participants or us to fines and other legal or administrative sanctions. (Page 51)
- The approval, filing or other requirements of the CSRC, CAC or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas. Our failure to obtain these approvals, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs. (Page 52)
- The approval of MOFCOM may be required in connection with the establishment of our contractual arrangements with the VIEs. Our failure to obtain this approval, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs. (Page 53)
- Governmental control of currency conversion may affect the value of your investment. (Page 53)
- Dividends we receive from our PRC subsidiaries located in the PRC may be subject to PRC withholding tax. (Page 54)
- We may be deemed a PRC resident enterprise under the CIT Law and be subject to the PRC taxation on our worldwide income. (Page 54)
- Dividends payable by us to our foreign investors and gain on the sale of our ADSs or ordinary shares may become subject to taxes under PRC tax laws. (Page 54)
- We may be required to register our operating offices not located at our residence addresses as branch companies under PRC law. (Page 55)
- We could be adversely affected by political tensions between the United States and China. (Page 55)
- The audit report included in this annual report is prepared by an auditor who is not inspected by the U.S. Public Company Accounting Oversight Board and, as such, our investors are deprived of the benefits of such inspection. (Page 55)
- Our ADSs will be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCA Act, in 2024 if the PCAOB is unable to inspect or fully investigate auditors located in China, or 2023 if proposed changes to the law are enacted. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment. (Page 56)
- Proceedings instituted by the SEC against certain PRC-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act. (Page 57)
- Uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations. (Page 57)

### ***Risks Relating to Our ADSs***

Risks relating to our ADSs include, but not limited to, the following:

- The market price for our ADSs may be volatile which could result in a loss to you. (Page 58)
- Substantial future sales or perceived sales of our ADSs in the public market could cause the price of our ADSs to decline. (Page 58)

- We have fallen below the continued listing requirements of the New York Stock Exchange, and if we cannot regain compliance in time, our ADSs may be delisted and the liquidity and the trading price of our ADSs could be materially and adversely affected. (Page 59)
- Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial. (Page 59)

## Risks Relating to Our Business and Industry

***Due to the rapidly evolving market in which we operate, our historical results may not be indicative of our future performance and there can be no assurance that we will be able to meet internal or external expectations of future performance.***

The Internet industry is rapidly evolving and new products, new business models and new players emerge on a regular basis, and we may not be able to achieve results or growth in future periods as we expected. Due to the rapidly evolving market in which we operate, our historical year-over-year and quarter-over-quarter trends may not provide an accurate or reliable indication of our future performance. For certain lines of our business, we have experienced high growth rates in the past and there may be expectations that these growth rates will continue. For other lines of our business, we have experienced declining trends. Our ability to achieve and maintain profitability depends on, among other factors, the growth of the Internet advertising market and mobile Internet services industry in China, our ability to maintain cooperative relationships with Phoenix TV and mobile operators, our ability to control our costs and expenses and the continued relevance and usage of our various paid services. We may not be able to achieve or sustain profitability on a quarterly or annual basis. Accordingly, our historical growth rates may not be indicative of our future performance. In addition, our online advertising business may suffer from price competition from other online advertising companies. We may have to reduce our profit margins or operate at a loss in order to adequately fund critical innovations that we believe will create value for our company and strengthen our market position over the long term. In the past our operating results have failed to meet expectations of industry analysts and investors, and our future operating results may also fail to meet such expectations. There can be no assurance that we will be able to meet internal or external expectations of future performance, and our share price may decline as a result of any failure to meet such expectations.

***We expect to continue to rely on advertising to drive a significant portion of our future revenues, and if we fail to retain existing advertisers or attract new advertisers for our advertising services, our business, operating results and growth prospects could be materially affected.***

In 2019, 2020, and 2021, we generated 90.0%, 92.1% and 90.3% of our total revenues from advertising services, respectively. Going forward, we expect our net advertising revenues to continue to contribute the majority of our total revenues. Our ability to generate and maintain substantial advertising revenues will depend on a number of factors, many of which are ultimately beyond our control, including but not limited to:

- the acceptance of online (including mobile and PC-based) advertising as an effective way for advertisers to market their businesses;
- the maintenance and enhancement of our brand;
- the maintenance and development of advertising technology, such as the maintenance of advertising data base and advertising placement platform, and the ability to prevent computer virus attack;
- the maintenance and development of our programmatic advertising platforms. We launched our self-developed demand-side platform, or DSP, *Fengyu* (“凤羽”) in 2017. In addition, we launched *Fengyi* (“凤翼”) in 2018, another customizable marketing solution, catering to premium advertising demands to help our brand advertising clients track and improve the performance of their applications. Besides, we also launched *Fengfei* (“凤飞”), an advertising platform enables mobile application developers with less traffic to access our commercial resources, advertising data, and service capabilities through a set of advertising monetization solutions. The global macroeconomic uncertainties, more stringent local regulations on advertisements and more intense competition may slowdown the growth of our programmatic advertising platforms. Our ability to maintain and upgrade *Fengyu*, *Fengyi*, *Fengfei* and their related platforms, such as data management platform and advertisement exchange platform is crucial to our advertising services and we cannot assure you that such revenue generated from our programmatic advertising platforms will not decline in the future;
- the development of independent and reliable means of measuring online traffic and verifying the effectiveness of our online advertising services;

- the development and retention of a large user base with attractive demographics for advertisers; and
- our ability to have continued success with innovative advertising services.

Our advertisers may choose to reduce or discontinue their business with us if they believe their advertising spending has not generated or would not generate enough sales to end customers or has not improved or would not effectively improve their brand recognition. In addition, certain technologies could potentially be developed and applied to block the display of our online advertisements and other marketing products on PC websites, mobile applications, mobile websites and third-party platform accounts, which may in turn cause us to lose advertisers and adversely affect our operating results. Moreover, changes in government policies could restrict or curtail our online advertising services. Furthermore, the outbreak of a novel strain of coronavirus or COVID-19, and the various temporary measures introduced by the central and local governments in China to contain COVID-19 outbreak have had, and is expected to continue to have, a negative impact on our advertising business as our clients in China may be forced to reevaluate their marketing strategies and budgets. Failure to retain our existing advertisers or attract new advertisers for our advertising services could seriously harm our business, operating results and growth prospects.

***We may not be successful in growing our mobile Internet related business and our revenue growth could be negatively impacted.***

The growth of the mobile Internet services and applications and the level of demand and market acceptance of our services are subject to many uncertainties. The development of this market and our ability to derive revenues from this market depends on a number of factors, some of which are beyond our control, including but not limited to:

- the growth rate of mobile Internet industry in China;
- changes in consumer demographics and preferences;
- development in mobile device platform technologies and mobile Internet distribution channels;
- changes in government policies, regulations or their enforcement with respect to various types of mobile Internet services and applications; and
- potential competition from more established companies that decide to enter the mobile Internet market.

***We rely in part on application marketplaces, Internet search engines, navigation sites, web browsers, pre-installations on handsets and other social media platforms to drive traffic to our PC websites, mobile applications, mobile websites and third-party platform accounts, and if we fail to appear near the top of such search results or rankings or to retain partnership with certain handset manufacturers, traffic to our PC websites, mobile applications, mobile websites and third-party platform accounts could decline and our business and operating results could be adversely affected.***

We rely on application marketplaces, such as Apple's iOS App Store, and other handset manufactures' Android App Store, to drive downloads of mobile applications of our products, including ifeng News, ifeng Video and our digital reading applications. In the future, iOS App Store, Android stores or other operators of application marketplaces may make changes to their marketplaces which could hinder or impede access to our products and services. We also depend in part on Internet search engines, navigation sites and web browsers, such as Baidu, Sougou, Hao123, Hao360, UC Browser, 360 Browser and Cheetah Browser, to drive traffic to our PC websites and referrals to our mobile applications, mobile websites and third-party platform accounts. For example, when a user types an inquiry into a search engine, we rely on a high organic search result ranking of our webpages in these search results to refer users to our websites. However, our ability to maintain high organic search result rankings is not totally within our control. Our competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ours, or Internet search engines could revise their methodologies in a way that would adversely affect our search result rankings. If Internet search engines modify their search algorithms or other methodologies in ways that are detrimental to us, or if our competitors' SEO efforts are more successful than ours, the growth in our user base could be adversely affected. In addition, navigation websites or web browsers might reduce the recommendation of our products for various reasons from time to time. We may also rely on pre-installations on handsets to increase traffic to our mobile applications. By partnering with mobile handset manufacturers, we can have our mobile applications exposed directly to our users without downloading from application stores once they buy certain handsets. In this way, users are more inclined to use our mobile applications for convenience reasons. In addition, we rely on other social media platforms, such as Weixin, Weibo, Douyin and Kuaishou, to generate effective traffic and active interactions among users. If any of these social media platforms stops offering its service to us, we may not be able to locate alternative platforms of similar scale to provide similar services in a timely manner. Any reduction in the number of users directed to our PC websites, mobile applications,



mobile websites and third-party platform accounts through application marketplaces, Internet search engines, navigation sites, web browsers, pre-installations and other social media platforms could harm our business and operating results.

***If we are unable to successfully expand our mobile strategy and increase our mobile advertising revenues, our business, operating results and growth prospects could be materially affected.***

Use of mobile devices has overtaken personal computer devices as the primary way for consumption of news and other media content by consumers in China. This shift towards mobile has brought with it both challenges and opportunities. Given the decline in PC-based advertising revenue with traffic, our ability to maintain and increase our mobile advertising revenues will be critical to our future business prospects. While we are taking measures to expand our user base across our various mobile applications, optimize our targeting technology and integrate next-generation high-efficiency advertising solutions, there can be no assurance that these measures will be effective. User preferences and behaviors on mobile devices are rapidly evolving and we may not be able to successfully adapt to these changes. The variety of technical and other configurations across different mobile devices, platforms and applications also increases the challenges associated with our mobile expansion. Although we have taken strict control over operating expenses, we still incurred certain traffic acquisition costs to maintain our user growth trajectory. Our traffic acquisition expenses may increase in the future, which will adversely impact our financial results. Our mobile strategy is also subject to risks relating to changes in government policies, regulations or their enforcement with respect to mobile Internet services and applications. Any change to laws and regulations applicable to the mobile Internet industry, such as those relating to content, user privacy, pricing, copyrights and distribution, may impede the growth of mobile Internet in China or make it more difficult for us to carry out our mobile advertising business. If we cannot successfully grow our user base and capitalize on emerging monetization opportunities on mobile devices, we may not be able to maintain or grow our advertising revenues, which could materially and adversely affect our operating results and growth prospects.

***Newsfeed advertising is an important mobile advertising format in China. If we are unable to successfully develop our newsfeed advertising solution and adapt to new changes in advertising formats and trends, our mobile advertising revenues and growth may be materially and adversely affected.***

Newsfeed advertising is the practice of constantly updating lists of advertisements alongside news and information. It effectively helps mobile applications enlarge their advertising inventory by inserting advertisements into the flow of content, while improving the user experience based on native appearance and contextual relevance, implying greater monetization potential. We expect newsfeed advertising to maintain growth momentum and remain an important mobile advertising format in China. While we had developed and added newsfeed advertising into our mobile applications and mobile websites in late 2016, we are facing an increasingly competitive environment. For example, several mobile applications of other companies, such as Baidu app, Jinri Toutiao, QQ news (Tencent) and NetEase News, are all competing in newsfeed advertising. If we are unable to successfully develop our newsfeed advertising solution and deliver better return on investment, or ROI, to our advertising clients, our future mobile advertising revenues may be materially and adversely affected. Except for newsfeed advertising, we believe that more types of innovative mobile advertising formats may emerge in the future. If we are unable to swiftly develop and adapt to new changes in advertising formats and trends, our mobile advertising revenues may be materially and adversely affected.

***Any failure to retain large advertising agencies or attract new agencies on reasonable terms could materially and adversely affect our business. If advertising agencies demand higher service fees, our gross margin may be negatively affected.***

Approximately 65.2%, 64.6% and 52.9% of our net advertising revenues in China were derived from advertising agencies in 2019, 2020 and 2021, respectively. We primarily serve our advertisers through advertising agencies and rely on these agencies for sourcing our advertisers and collecting advertising revenue. In consideration for these agencies' services, the agencies earn advertising agency service fees which are deducted from our gross advertising revenues. While advertising agencies in China commonly increase their agency service fees on a sliding scale basis along with increased volume of business, if our agency service fees increase at a materially disproportional rate relative to our gross advertising revenues, our operating results may be negatively affected. We do not have long-term or exclusive arrangements with these agencies, and we cannot assure you that we will continue to maintain favorable relationships with them. If we fail to maintain favorable relationships with large advertising agencies or attract additional agencies, we may not be able to retain existing advertisers or attract new advertisers and our business and operating results could be materially and adversely affected.

Over the years, there has been some consolidation among advertising agencies in China. If the consolidation trend continues and the market is effectively controlled by a small number of large advertising agencies, such advertising agencies may be in a position to demand higher advertising agency service fees based on increased bargaining power, which could reduce our net advertising revenues.

***If we fail to continue to anticipate user preferences and provide high quality content that attracts and retains users, or if we have to cease providing certain content in order to comply with changing regulatory requirements, we may not be able to generate sufficient user traffic to remain competitive.***

Our success depends on our ability to generate sufficient user traffic through the provision of attractive content. If we are not able to license or otherwise obtain popular premium content (such as we-media content, professionally-generated content, or PGC and user-generated content, or UGC, etc.) at commercially reasonable terms, if our desired premium content becomes exclusive to our competitors, or if we are not able to continue to use Phoenix TV's content, the attractiveness of our offerings to users may be severely impaired.

We may also be prevented from providing certain content to our users due to regulatory requirements or sanctions. For example, we received a public notice issued by the State Administration of Press, Publication, Radio, Film and Television of the People's Republic of China, or the SAPPRFT, on June 22, 2017 in connection with our and certain other Internet companies' regulatory non-compliances. The notice required us to suspend our ifeng video and audio services due to our lack of the Internet audio-visual program transmission license and our certain commentary programs that violates government regulations. We have cooperated with SAPPRFT to make the necessary changes to our ifeng video and audio services. We are not sure whether our video and audio services that provide other content will be ordered to suspend again in the future.

We also produce content in-house, and intend to continue to invest resources in producing original content. If we are unable to continue to procure premium and distinctive licensed content or produce in-house content that meets users' tastes and preferences, we may lose users, and our operating results may suffer. In addition, we rely on our team of skilled editors to edit and repackage our sourced content in a timely and professional manner for our users and any deterioration in our editing team's capabilities or losses in personnel may materially and adversely affect our operating results. If our content fails to cater to the needs and preferences of our users, we may suffer from reduced user traffic and our business and operating results may be materially and adversely affected.

***If we have to limit or suspend our services in order to comply with changing and increasingly stringent regulatory requirements, our business, financial condition and results of operation may be materially adversely affected.***

Recently, regulatory authorities in China have increased their supervision of content platforms similar to our website and mobile applications. In addition to the contents that are considered to be violating PRC laws and regulations, such oversight tends to pay more attention to content that is or may be deemed misleading, obscene, pornographic, detrimental, and/or contradicting to social values and moral prevailing in China. A finding of such violation by the regulatory authority may cause the operator of the platform to be subject to penalties and other administrative actions. We have received and may continue to face regulatory inquiries and oral warnings from relevant regulatory authorities from time to time. In a couple of instances, the regulatory authority has ordered suspension of downloads of our mobile applications and prohibited us from providing any update to some of our content for a short period of time. Started on September 26, 2018, we temporarily suspended the services provided through our ifeng News mobile application and wireless application protocol website, or WAP website, as well as our general news and finance channel on ifeng.com for two weeks, and our technology channel on ifeng.com for 30 days, in compliance with a notice from the regulatory authority directing us to do so. In addition, in February 2020, we temporarily suspended the services of the "finance" channel on our ifeng.com website and two channels on our ifeng News mobile application for 15 days in compliance with a notice from the regulatory authority directing us to do so. We cannot assure you that similar events will not occur in the future. In particular, we may have to limit or suspend some or all of our services due to changing regulatory requirements or new government initiatives from time to time. We cannot predict the duration or potential impact of such limitation or suspension either. Any of these events could severely impair the attractiveness of our applications and websites to users, reduce our user traffic and affect our revenue, and our business, financial condition and results of operation may be materially adversely affected.

***If we fail to successfully develop and introduce new products and services to meet the preferences of users, our competitive position and ability to generate revenues could be harmed.***

The preferences of viewers are continuously evolving and we must continue to develop new products and services. If we fail to react to changes in user preferences in a timely manner or fall behind our competitors in providing innovative products and services, we may lose user traffic, which would negatively affect our operating results. In addition, the planned timing or introduction of new products and services is subject to risks and uncertainties. Actual timing may differ materially from original plans. Unexpected technical, operational, distribution or other problems could delay or prevent the introduction of one or more of our new products or services. Moreover, we cannot assure you that our new products and services will achieve widespread market acceptance or generate incremental revenues. At the same time, other new media providers may be more successful in developing more attractive products and services. If our efforts to develop market and sell new products and services to the market are not successful, our financial position, operating results and cash flows could be materially adversely affected, the price of our ordinary shares could decline and you could lose part or all of your investment.

In addition, due to the tightened regulations in the media industry, the services that we may provide to users may be subject to limitations and we may not be able to roll out new products and services under such regulatory environment. We have been continuously adjusting our business in response to such regulatory changes. However, if we fail to successfully diversify our products and services, our business, financial condition and operating results may be adversely affected.

***We intend to continue to explore new business opportunities, and such new businesses may not deliver the expected benefits.***

To grow our business, we intend to continue to explore new business opportunities in addition to our core media content business. For example, we launched our e-commerce business in 2020 to leverage our user base. If we experience initial success with the new business, we may decide to invest significant amounts of capital to grow the business. We cannot assure you that our new business initiatives will be successful. We may make significant capital expenditures to develop new businesses, and our management's attention may be diverted. We may also incur significant cost to comply with the laws and regulations that apply to such new businesses. Any failure of our efforts to pursue new business opportunities could have a material adverse effect on our business, prospects, financial condition and results of operations.

***Devices such as mobile phones, tablets and other Internet-enabled mobile devices, are widely used to access the Internet, we have to continue to develop products and applications for such devices if we are to maintain or increase our market share and revenues, and we may not be successful in doing so.***

Devices such as mobile phones, tablets, wearable devices and other Internet-enabled mobile devices are widely used in China and in overseas markets to access the Internet. We believe that, for our business to be successful, we will need to continue to design, develop, promote and operate new products and applications that will be compatible with such devices and attractive to users. The design and development of new products and applications may not be successful. We may encounter difficulties with the development and installation of such new products and applications for mobile devices, and such products and applications may not function smoothly. As new devices are released or updated, we may encounter difficulties in developing and upgrading our products or applications for use on mobile devices and we may need to devote significant resources to the creation, support and maintenance of such products or applications for mobile devices, and we may not be successful in doing so. If these efforts are unsuccessful and we are thereby unable to maintain or increase our market share and revenues, our business, operating results and growth prospects could be materially and adversely affected.

***We operate in highly competitive markets and we may not be able to compete successfully against our competitors.***

We face significant competition in the new media industry in China, including competition from major Internet portals, mobile news and information application operators, Internet video companies, online video sites of major TV broadcasters, online digital reading companies, interactive and social network service providers, mobile Internet services providers and other companies with strong media, online video and paid services businesses. Some of our competitors have longer operating histories and significantly greater financial resources than we do, which may allow them to attract and retain more users and advertisers. Our competitors may compete with us in a variety of ways, including by obtaining exclusive online distribution rights for popular content, conducting more aggressive brand promotions and other marketing activities and making acquisitions to increase their user bases. If any of our competitors achieves greater market acceptance or are able to offer more attractive online content, interactive services or paid services than us, our user traffic and our market share may decrease, which may result in a loss of advertisers and have a material and adverse effect on our business, financial condition and operating results. We also face competition from traditional advertising media such as television, newspapers, magazines, billboards and radio.

***We have contracted with third-party content providers and we may lose users and revenues if these relationships deteriorate or arrangements are terminated. If third-party content providers increase their content licensing fees, our operating results may be negatively affected.***

We have relied and will continue to rely mostly on third parties for the content we distribute across our channels. If these parties fail to develop and maintain high-quality and engaging content or raise their licensing fees, or if a large number of our existing relationships are terminated, we could lose users and advertisers and our brand could be materially harmed. If such license fees increase significantly in the future, our income from operations may be negatively affected. In addition, the Chinese government has the ability to restrict or prevent state-owned media from cooperating with us in providing certain content to us, which, if exercised, would result in a significant decrease in the amount of content we are able to source for our PC websites, mobile applications, mobile websites and third-party platform accounts and negatively impact our operating results.

***We may not be able to continue to receive the same level of support from Phoenix TV Group in the future. We could lose our license and priority over any third party to use Phoenix TV Group’s content and licensed trademarks, which could have an adverse effect on our business and operating results.***

Phoenix TV is a leading global Chinese language TV network broadcasting premium content globally and into China. In November 2009, our PRC subsidiary, Fenghuang On-line, entered into a cooperation agreement with Phoenix TV, or the Phoenix TV Cooperation Agreement, under which Fenghuang On-line and Phoenix TV agreed to certain cooperative arrangements in the areas of content, branding, promotion and technology. Pursuant to the Phoenix TV Cooperation Agreement, in November 2009 each of Tianying Jiuzhou and Yifeng Lianhe entered into a program content license agreement, or Content License Agreement, with Phoenix Satellite Television Company Limited, a subsidiary of Phoenix TV, and a trademark license agreement, or Old Trademark License Agreement, with Phoenix Satellite Television Trademark Limited. Since the execution of these agreements in 2009, we and Phoenix TV Group have amended and renewed the agreements on several occasions. As of March 31, 2022, the trademark license agreements in effect are those that Phoenix Satellite Television Trademark Limited renewed with each of Tianying Jiuzhou and Yifeng Lianhe in December 2020, or the New Trademark License Agreements, to grant Tianying Jiuzhou and Yifeng Lianhe the right to use the trademarks and to grant Tianying Jiuzhou the right to sublicense certain trademarks to agents that operate local websites of our Company, which has a term of three years. The effective Program License Agreement is a new program resource license and cooperation agreement between Tianying Jiuzhou and Phoenix Satellite Television Holdings Limited dated August 24, 2021, or the 2021 Program Resource License and Cooperation Agreement, which has a term of three years. According to the 2021 Program Resource License and Cooperation Agreement, Phoenix Satellite Television Company Limited grants Tianying Jiuzhou exclusive right to broadcast copyrighted video content and the audio content derived from three television channels of Phoenix TV Group on the internet in Mainland China with such content also broadcasted on the three television channels of Phoenix TV Group. Phoenix TV also grants the Tianying Jiuzhou the right to sublicense such contents. See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Agreements and Transactions with Phoenix TV and Certain of its Subsidiaries” for more information about the terms of these agreements.

If the aforementioned existing agreements expire and we cannot reach new agreements with Phoenix TV Group before the expiration, we may not be able to obtain rights to use Phoenix TV Group’s content and licensed trademarks on our platforms on commercially reasonable terms, with any priority or at all, which would have negative effects on our paid services business, and may also negatively affect our video advertising business. Together, these impacts could have an adverse effect on our business, operating results and financial condition.

In addition, Tianying Jiuzhou and Yifeng Lianhe are able to use certain of Phoenix TV Group’s logos pursuant to the Old Trademark License Agreement and the New Trademark License Agreements. We believe that our use of these logos helps to affiliate us with the brand of Phoenix TV Group, which helps to enhance our own brand. The New Trademark License Agreements extended the license term and covered additional trademarks registered in various classes containing the double-phoenix logo together with the Chinese or English words of “Phoenix New Media” or “ifeng” and other variations, while retained the clause of the annual license fee payable to Phoenix TV Group from a total of US\$10,000 to the greater of 2% of the annual revenues of Tianying Jiuzhou or Yifeng Lianhe (as the case may be) or US\$100,000 for each company. Tianying Jiuzhou and Yifeng Lianhe had total annual revenues of RMB213.4 million (US\$33.5 million) in 2021 in accordance with U.S. GAAP, which meant that the annual license fee payable to Phoenix TV Group was RMB4.3 million (US\$0.7 million) in 2021. See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Agreements and Transactions with Phoenix TV and Certain of its Subsidiaries” for more information about the terms of the New Trademark License Agreements.

On March 17, 2017, the State Administration of Taxation issued the *Announcement of the State Administration of Taxation on Issuing the Administrative Measures for Special Tax Adjustment and Investigation and Mutual Consultation Procedures*, or SAT Circular 6, which became effective on May 1, 2017, and replaced the *Circular on Enterprise Income Tax Issues concerning Disbursement of Expense by Enterprises to Overseas Related Parties*. Pursuant to SAT Circular 6, tax authorities carry out special tax adjustment monitoring and management of enterprises via review of the reporting of connected transactions, management of contemporaneous documentation, profit level monitoring and other means. When enterprises are found to have special tax adjustment risks, they will send notices to such enterprises, suggesting the existence of a tax risk. The tax authorities will pay special attention to an enterprise with the risk characteristics in the implementation of the special tax investigation. Such risk characteristics include but are not limited to: (i) engaging in connected transactions with affiliates in countries (regions) subject to lower tax rates; (ii) no distribution or reduced distribution of profit without reasonable business needs by an enterprise that is established in a country (region) where the actual tax burden is less than 12.5% controlled by resident enterprises and/or Chinese resident individuals; or (iii) other tax planning or arrangements that do not have reasonable business purposes. According to SAT Circular 6, payments made by Tianying Jiuzhou and Yifeng Lianhe to Phoenix TV or its offshore affiliates under the above arrangements may be subject to stringent supervision by competent tax authority.

***Any negative development in Phoenix TV's market position, harm to Phoenix TV's brand or operations, or regulatory actions or legal proceedings affecting Phoenix TV's intellectual properties on which our business relies could materially and adversely affect our business and operating results.***

Our business benefits significantly from our association with Phoenix TV's brand. Many of our users and advertisers are attracted to the "Phoenix" ("鳳凰") brand, with which our brand, "ifeng.com" ("鳳凰網") shares a similar Chinese name. Any negative development in Phoenix TV's market position or brand recognition may materially and adversely affect our marketing efforts and the popularity of our business. Any negative development in Phoenix TV's operations or attractiveness to users or advertisers may materially and adversely affect our business and operating results. Moreover, as we benefit from the content licensed to us by Phoenix TV, any regulatory actions or legal proceedings against Phoenix TV related to such content could have a material adverse impact on our operating results.

***Negative publicity, rumors or media coverage of our company, our affiliates or business partners could materially and adversely affect our reputation, business and financial condition.***

Negative publicity of our company, our affiliates or business partners, whether or not accurate and whether or not applicable to us, could have a material adverse effect on our reputation, business and financial condition, and could result in diversion of our managerial and financial resource. For example, in April 2021, news media reported that the police department has started its investigation of certain alleged fraudulent activities by subsidiaries of Phoenix Financial Group Limited relating to the "Phoenix Finance Mobile Application." We only have a minority equity interest in Phoenix Financial Group Limited and do not consolidate Phoenix Financial Group Limited in our financials. However, Phoenix Financial Group Limited was licensed by a subsidiary of our parent company, Phoenix TV, to use the "Phoenix" ("鳳凰") brand. Due to our minor equity interest in Phoenix Financial Group Limited and the fact that we share the same brand name, certain of our customers may terminate their business relationship with us due to concerns of our brand reputation, although we are not legally liable for its actions.

We cannot assure you that in the future there will not be any negative rumors or media coverage related to our company, our affiliates or business partners. Any negative publicity, rumors or media coverage of our company, our affiliates or business partners may materially and adversely affect our business and operating results, and diverge our managerial and financial resources.

***If we are unable to keep pace with rapid technological changes in the PC and mobile Internet industries, our business may suffer.***

The PC and mobile Internet industries have been experiencing rapid technological changes. With the advances in Internet interactivity, the interests and preferences of Internet users may increasingly shift to UGC and we-media content, such as WeChat, Weibo and short-form videos. As broadband becomes more accessible, Internet users increasingly demand content in pictorial, audio-rich and video-rich format. With the development of the mobile Internet in China, mobile users shift from text messaging services and other mobile value-added services, or MVAS, to newer services, such as mobile video streaming and mobile digital reading services. In addition, our success may in part depend on the impact of the expected coming LTE 5G rollout. The 5G technology is expected to increase the speed of mobile service operator networks significantly and such development may further change the way that users access and consume contents. If we are unable to upgrade our product and the services we provide to adapt to the LTE 5G technology and the changes in user behavior that comes with it, we could lose users and our operating results may suffer. Our future success will depend on our ability to anticipate, adapt and support new technologies and industry standards. If we fail to anticipate and adapt to these and other technological changes, our market share and our profitability could suffer.

***Our lack of an Internet audio-visual program transmission license has exposed, and may continue to expose, us to administrative sanctions, including the banning of our paid mobile video services and video advertising services, which would materially and adversely affect our business and results of operation.***

The PRC government regulates the Internet industry extensively, including foreign ownership of, and the licensing requirements pertaining to, companies in the Internet industry. A number of regulatory agencies, including the Ministry of Culture and Tourism, or the MCT (formerly the Ministry of Culture, or MOC), the Ministry of Industry and Information Technology, or MIIT, the National Radio and Television Administration, or NRTA, (formerly the SAPPRFT), the State Council Information Office, or the SCIO, the Cyberspace Administrator of China, or CAC, and other governmental authorities, jointly regulate all major aspects of the Internet industry. Operators are required to obtain various government approvals and licenses prior to providing the relevant Internet information services.

Pursuant to the *Administrative Provisions on Internet Audio-visual Program Service*, or the Audio-visual Program Provisions, which was issued by the State Administration of Radio, Film and Television (the predecessor of SAPPRFT), or SARFT and MIIT on December 20, 2007, came into effect on January 31, 2008 and was revised on August 28, 2015, online transmission of audio and video

programs requires an Internet audio-visual program transmission license and online audio-visual service providers must be either wholly state-owned or state-controlled. In a press conference jointly held by SARFT and MIIT to answer questions with respect to the Audio-visual Program Provisions in February 2008, SARFT and MIIT clarified that online audio-visual service providers that already had been operating lawfully prior to the issuance of the Audio-visual Program Provisions may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Online Transmission of Audio-Visual Programs.”

We started offering Internet audio-visual program services through Tianying Jiuzhou in China prior to the issuance of the Audio-visual Program Provisions. Tianying Jiuzhou submitted an application to SAPPRFT to apply for the Internet audio-visual program transmission license when the relevant regulation came into effect. However, as of the date of this annual report, NRTA has not issued Tianying Jiuzhou an Internet audio-visual program transmission license. Although we have been communicating with the relevant government authorities, such government authorities have not informed us as to when they will make a decision on whether to issue such license to Tianying Jiuzhou. In June 2017, SAPPRFT issued a notice requiring us to suspend our ifeng video and audio services due to our lack of Internet audio-visual program transmission license and certain commentary programs that violated government regulations. While we have been able to continue our video and audio operation notwithstanding the notice by cooperating with SAPPRFT to make the necessary changes to our ifeng video and audio services, complying with government regulation and continuing to improve the management and operation of the ifeng video and audio business, we cannot assure you that we will not receive similar or other notices or be subject to other penalties or disciplinary action from the relevant governmental authorities in the future regarding our dissemination of audio-visual programs through our PC websites, mobile applications, mobile websites and third-party platform accounts without such license. We cannot assure you that Tianying Jiuzhou will be able to obtain the Internet audio-visual program transmission license. Based on the opinion of our PRC counsel, Zhong Lun Law Firm, due to Tianying Jiuzhou’s lack of an Internet audio-visual program transmission license, the applicable local counterpart of NRTA may issue further warnings, order us to rectify our violating activity and impose fines on us. In case of severe contravention as determined by NRTA or its applicable local counterpart in its discretion, the applicable local counterpart of NRTA may ban the violating operations, seize our equipment in connection with such operations and impose a penalty of one to two times the amount of the total investment in such operations. The banning of our paid mobile video services and video advertising services would materially and adversely affect our business and operating results.

***Our lack of an Internet news license may expose us to administrative sanctions, including an order to cease our Internet information services or to cease the Internet access services provided by third parties to us. In 2021, approximately 90.7% of our total revenues were derived from Internet information services and services that relied on Internet access services from third parties.***

We are required to obtain an Internet news license from CAC for the dissemination of news through our PC websites, mobile applications, mobile websites and third-party platform accounts. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Internet News Dissemination.” Tianying Jiuzhou submitted an application to the CAC to apply for the Internet news license when the relevant regulation came into effect and we have been trying our best to obtain the license. However, as of the date of this annual report, the CAC has not issued an Internet news license to Tianying Jiuzhou. Based on the opinion of our PRC counsel, Zhong Lun Law Firm, as a result of Tianying Jiuzhou’s lack of an Internet news license, the CAC or applicable cyberspace administrator at the provincial level may order us to cease our Internet information services or to cease the Internet access services provided by third parties to us and impose a fine on us of not more than RMB30,000. In 2021, approximately 90.7% of our total revenues were derived from Internet information services and services that relied on Internet access services from third parties; and therefore if we are ordered to cease such services, our business, financial condition and results of operation will be materially and adversely affected.

***Failure to obtain NRTA’s approval for introducing and broadcasting foreign television programs could have a material adverse effect on our ability to conduct our business.***

Some of the video contents on our PC websites, mobile applications, mobile websites and third-party platform accounts are foreign content. PRC law requires approval from NRTA for introducing and broadcasting foreign television programs into China. In September 2004, SARFT promulgated certain regulations of the *Administrative Regulations on the Introduction and Broadcasting of Foreign Television Programs*, pursuant to which only organizations designated by SAPPRFT are qualified to apply to SAPPRFT or its authorized entities for the introduction or broadcasting of foreign television programs. In addition, on July 6, 2004, SARFT issued the *Measures for the Administration of Publication of Audio-Visual Programs through the Internet or Other Information Networks*, or the 2004 A/V Measures, which explicitly prohibit Internet service providers from broadcasting any foreign television program over an information network and state that any violation may result in warnings, monetary penalties or, in severe cases, criminal liabilities. On November 19, 2009, SARFT issued a notice which extended this prohibition to broadcasting over mobile phones. In December 2007

and March 2009, however, SARFT issued two notices which provide that certain foreign audio-visual programs may be published through the Internet provided that certain regulatory requirements have been met and certain permits have been obtained, thereby implying that the absolute restriction against broadcasting foreign television programs on the Internet as set forth in the 2004 A/V Measures has been lifted. On April 25, 2016, SAPPRFT issued the *Administrative Provisions on Audio-Visual Program Services through Private Network and Targeted Communication*, or the 2016 A/V Provisions, which replaced the 2004 Internet A/V Measures. On March 23, 2021, NRTA issued the *Administrative Provisions on Audio-Visual Program Services through Private Network and Targeted Communication*, or the 2021 A/V Provisions, which replaced the 2016 A/V Provisions. The 2021 A/V Provisions does not explicitly specify whether broadcasting foreign television program is permitted. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Foreign Television Programs and Satellite Channels.” As of the date of this annual report, we have not obtained an approval from NRTA for introducing and broadcasting foreign TV programs produced by certain foreign TV stations in China. Therefore, there is uncertainty as to whether we are permitted to transmit foreign television programs through the online video services that we offer. If NRTA or its local branch requires us to obtain its approval for our introduction and online broadcasting of overseas TV programs, we may not be able to obtain such approval in a timely manner or at all. Based on the opinion of our PRC counsel, Zhong Lun Law Firm, in such case, the PRC government would have the power to, among other things, levy fines against us, confiscate our income, order us to cease certain content service, or require us to temporarily or permanently discontinue the affected portion of our business.

***Failure to obtain certain permits for our advertising services that contain drug-related information would subject us to penalties.***

Entities in China are not allowed to provide drug-related or medical care information services online before obtaining an Internet Medicine Information Service Qualification Certificate from the relevant local government agencies. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Certain Internet Content.” Certain of our advertising services contain drug-related information.

As of the date of this annual report, Yifeng Lianhe has obtained an Internet Medicine Information Service Qualification Certificate from Beijing Municipal Medical Products Administrative. However, Tianying Jiuzhou does not currently have such certificate and we cannot assure you that Tianying Jiuzhou may be able to obtain the certificate. We may be subject to administrative warnings, termination of any Internet drug-related services and online health diagnoses and treatment services on our PC websites, mobile applications, mobile websites and third-party platform accounts, and other penalties that are not clearly provided for in the relevant regulations.

***If we fail to obtain or maintain all applicable permits and approvals, or fail to comply with PRC regulations, relating to Internet publishing services, our ability to conduct our digital reading business and certain other businesses could be affected and we could be subject to penalties and other administrative sanctions.***

According to PRC regulations regulating Internet publishing services, the provision of online novels is deemed a network publication activity, therefore, a Network Publication Service License from National Press and Publication Administration, or NPPA (formerly the SAPPRFT) is required to operate digital reading business in China. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Online Cultural Activities and Internet Music.”

As of the date of this annual report, the Network Publication Service License of Tianying Jiuzhou has expired, and Tianying Jiuzhou is in the process of applying for renewal of such license. There is uncertainty as to whether Tianying Jiuzhou will be able to renew such licenses. In addition, neither Fengyu Network nor Yifeng Lianhe has obtained a Network Publication Service License.

We cannot assure you that Fengyu Network and Yifeng Lianhe can obtain a Network Publication Service License to operate digital reading business. If the relevant authority determines that we are in violation of the relevant laws and regulations regarding Internet publishing services, it would have the power to, among other things, levy fines against us, confiscate our income and require us to discontinue our digital reading business. In addition, if we were deemed to be in violation of the relevant laws and regulations regarding Internet publishing services, NPPA would have the ability to withdraw the Network Publication Service License that the government authority granted to Tianying Jiuzhou on February 23, 2017, which may affect, directly or indirectly, our ability to conduct our online digital reading services.

***Our business and operating results may be harmed by service disruptions, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure.***

The continual accessibility of our PC websites, mobile applications and mobile websites and the performance and reliability of our network infrastructure are critical to our reputation and our ability to attract and retain users, advertisers and partners. Any system failure or performance inadequacy that causes interruptions in the availability of our services or increases the response time of our services could reduce our appeal to users and consumers. Factors that could significantly disrupt our operations include system failures and outages caused by fire, floods, earthquakes, power loss, and telecommunications failures and similar events. Despite we

have endeavored efforts to implement network security measures to our systems, it may also be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering, and security breaches related to the storage and transmission of proprietary information, such as personal information. If we were to suffer a sustained system failure or an extended decline in performance that interrupts or reduces speed of access to our services, our reputation may be harmed, we may fail to attract or retain users, advertisers and partners, and our business and operating results may be harmed as a result.

***Security breaches or computer virus attacks could have a material adverse effect on our business prospects and operating results.***

Any significant breach of security of our products could significantly harm our business, reputation and operating results. We have in the past experienced security breaches by third parties, including redirecting our user traffic to other websites, and we were able to rectify the security breaches without significant impact to our operations. However, we cannot assure you that our IT systems will be completely secure from future security breaches or computer virus attacks. Anyone who is able to circumvent our security measures could misappropriate proprietary information, including the personal information of our users. To cope with these circumventions, we have (i) organized a professional technical team in cyber security, who are experts in devising cyber security strategies, conducting security audits of operating source code, tracking and analyzing risks, and solving technology related troubles, (ii) communicated closely with several external security organizations, to acquire zero-day vulnerability information, (iii) purchased third-party security services, including vulnerability scanning services, and penetration and vulnerability testing every three years. Although we have already taken such measures, any circumvention of these security measures may still cause interruptions in our operations or damage our brand image and reputation, which could have a material adverse effect on our business prospects and operating results.

***We are subject to a variety of laws and other obligations regarding cyber security, data security and personal information protection in China, and our failure to comply with any of them could result in proceedings against us by governmental entities or others and harm our public image and reputation, which could have a material adverse effect on our business, results of operations and financial condition.***

We are subject to laws in China relating to the collection, use, sharing, retention, security and transfer of confidential and private information, such as personal information and other data. These laws are continuing to develop, and the PRC government may adopt other rules and restrictions in the future. Non-compliance could result in penalties or other significant legal liabilities.

According to the *Cyber Security Law of the People's Republic of China*, or Cyber Security Law, which was promulgated by the National People's Congress Standing Committee on November 7, 2016, and took effect on June 1, 2017, we, as a network operator, are obligated to provide technical assistance and support to public security and national security authorities in order to protect national security or assist with criminal investigations. In addition, the Cyber Security Law provides that personal information and important data collected and generated by an operator of critical information infrastructure in the course of its operations in the PRC must be stored in the PRC.

On December 28, 2021, the CAC and other twelve PRC regulatory authorities jointly issued the Cybersecurity Review Measures, which became effective from February 15, 2022. The Cybersecurity Review Measures require that, (i) any procurement of network products and services by critical information infrastructure operators, which affects or may affect national security, (ii) any data processing activities by network platform operators, which affects or may affect national security, or (iii) any network platform operators which has personal information of more than one million users and is going to be listed abroad, shall be subject to cybersecurity review.

In anticipation of the strengthened implementation of cybersecurity laws and regulations and the continued expansion of our business, we face potential risks if we are deemed as a "critical information infrastructure operator" or a "network platform operator" that affects or may affect national security under the Cybersecurity Review Measures and would be required to follow cybersecurity review procedures. During such review, we may be required to suspend new user registration in China and/or experience other disruptions of our operations. Furthermore, if we were found to be in violation of applicable laws and regulations of the PRC during such review, we could be subject to administrative penalties, such as warnings, fines, service suspension or removal of our apps from the relevant app stores. Therefore, cybersecurity review may have a material and adverse impact on our business, results of operations and financial condition. Since the measures were recently promulgated, there exists uncertainties with respect to their interpretation and implementation.

On June 10, 2021, the Standing Committee of the National People's Congress, or the SCNPC, promulgated the PRC Data Security Law, which has come into effect on September 1, 2021. The PRC Data Security Law imposes data security and privacy protection obligations on entities and individuals which carry out data activities, and introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, and the degree of harm it might cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, illegally acquired or used. The PRC Data Security Law also provides a national security review procedure for data activities that may affect national security and imposes export restrictions on certain data and information.



On November 14, 2021, the Cyberspace Administration of China, or the CAC, issued the *Draft Data Security Regulations* for public comments, pursuant to which, data processors carrying out the following activities must, in accordance with the relevant national regulations, apply for a cybersecurity review: (i) the merger, reorganization or spin-off of internet platform operators that possess a large number of data resources related to national security, economic development and public interests that affects or may affect national security; (ii) listing in a foreign country of data processors that process the personal information of more than one million users; (iii) listing in Hong Kong of data processors that affects or may affect national security; and (iv) other data processing activities that affect or may affect national security. The scope of and threshold for determining what “affects or may affect national security” is still subject to uncertainty and further elaboration by the CAC.

The *Personal Information Protection Law*, or the PIPL, was released by the National People’s Congress Standing Committee on August 20, 2021 and became effective on November 1, 2021. The PIPL stipulates the scope of personal information and the ways of processing personal information, establishes rules for processing personal information and for transferring personal information offshore, and clarifies the individual’s rights and the processor’s obligations in the process of personal information. The PIPL applies to (i) the processing within the territory of the PRC of natural persons’ personal information; or (ii) the processing outside the territory of the PRC over personal information of natural persons within the PRC, provided that such information is processed (x) for the purpose of providing products or services to domestic natural persons, (y) to analyze or assess the conduct of domestic natural persons, or (z) under any other circumstances as prescribed by laws and administrative regulations. The PIPL requires, among others, that (i) the processing of personal information should have a clear and reasonable purpose which should be directly related to the processing purpose, in a method that has the least impact on personal rights and interests, and (ii) the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information.

These newly promulgated laws and regulations reflect the PRC government’s further attempts to strengthen the legal protection for national network security, data security and the security of personal information protection. These laws and regulations are relatively new, and therefore there are substantial uncertainties with respect to the interpretation and implementation. We may need to adjust our business to comply with these laws and regulations regarding network security, data security and personal information from time to time. We have been making constant efforts to comply with the Cybersecurity Review Measures and other data protection laws and regulations of the PRC. Our mobile apps and websites only collect basic user information which are necessary for the provision of the corresponding services. We update our privacy policies and adjust our data processing practices from time to time to meet the latest regulatory requirements of CAC and other authorities and adopts technical and organizational measures to protect data and cybersecurity. We could be subject to investigations launched by PRC regulators in the future. Any failure or any other non-compliance with the related laws and regulations may result in fines or other administrative penalties, including suspension of business, website closure, removal of our app from app stores, and revocation of licenses, as well as reputational damage or legal proceedings or actions against us, which may have an material adverse effect on our business, financial condition or results of operations. In addition, our ability to continue to offer our ADSs to investors could be significantly limited or completely hindered, and the value of our ADSs could significantly decline or become worthless. As of the date of this annual report, we have not been involved in any cybersecurity review initiated by the CAC or other relevant governmental regulatory authorities, and we have not received any inquiry, notice, warning, or sanction in such respect. However, we cannot rule out the possibility that we may be subject to the cybersecurity review or other investigations initiated by the CAC or the related governmental regulatory authorities.

***New technologies could block our advertisements, desktop clients and mobile applications and may enable technical measures that could limit our traffic growth and new monetization opportunities.***

Technologies have been developed that can disable the display of our advertisements and that provide tools to users to opt out of our advertising products. Most of our revenues are derived from fees paid to us by advertisers in connection with the display of advertisements on webpages to our users. In addition, our traffic growth is significantly dependent on content viewing via mobile devices, such as smart phones and tablets. Technologies and tools for PCs and mobile devices, such as operating systems, Internet browsers, anti-virus software and other applications, as well as mobile application download stores could set up technical measures to direct away Internet traffic, require a fee for the download of our products or block our products all together, which could adversely affect our overall traffic and ability to monetize our services.

***If we fail to maintain effective internal control over financial reporting, our ability to accurately and timely report our financial results in accordance with U.S. GAAP may be materially and adversely affected. In addition, investor confidence in us and the market price of our ADSs may decline significantly.***

We are subject to reporting obligations under U.S. securities laws. Among other things, the United States Securities and Exchange Commission, or the SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, adopted rules requiring every public company, including us, to include a report from management on the effectiveness of its internal control over financial reporting in its annual report on Form 20-F starting in the annual report for its second fiscal year as a public company. In addition, beginning at the same time, an independent registered public accounting firm must attest to and report on the effectiveness

of such public company's internal control over financial reporting. We were subject to these requirements for the first time with respect to our annual report on Form 20-F for the fiscal year ended December 31, 2012.

As of December 31, 2021, our management has concluded that our internal control over financial reporting is effective. See "Item 15. Controls and Procedures—Management's Annual Report on Internal Control over Financial Reporting." The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by our independent registered public accounting firm, as stated in their report which appears herein.

However, we may not be able to always maintain an effective internal control over financial reporting for a variety of reasons. Among others, we are based in China, an emerging market where the overall internal control environment may not be as strong as in more established countries. If we fail to maintain effective internal control over financial reporting in the future, our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs, management time and other resources in an effort to maintain compliance with Section 404 and other requirements of the Sarbanes-Oxley Act.

***Our quarterly revenues and operating results may fluctuate, which makes our operating results difficult to predict and may cause our quarterly operating results to fall short of expectations.***

Our quarterly revenues and operating results have fluctuated in the past and may continue to fluctuate depending upon a number of factors, many of which are out of our control. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues may be significantly different from our historical or projected rates. Our operating results in future quarters may fall below expectations. Any of these events could cause the price of our ADSs to fall. Other factors that may affect our financial results include, among others:

- China macro-economic conditions;
- our ability to maintain and increase user traffic;
- our ability to attract and retain advertisers;
- changes in the policies of mobile operators;
- changes in government policies or regulations, or their enforcement; and
- geopolitical events or natural disasters such as war, threat of war, earthquake or epidemics.

Our operating results tend to be seasonal. For instance, we may generate less revenue from brand advertising sales and paid services revenues during national holidays in China, in particular during the Chinese New Year holidays in the first quarter of each year. We may have higher net advertising revenues during the fourth quarter of each year primarily due to greater advertising spending by our advertisers near the end of the year when they spend the remaining portions of their annual budgets. In addition, advertising spending in China has historically been cyclical, reflecting overall economic conditions as well as the budgeting and buying patterns of our customers.

***The VIEs and their respective shareholders do not own all the trademarks used in their value-added telecommunications services, which may subject them to revocation of their licenses or other penalties or sanctions.***

Pursuant to the *Notice on Strengthening the Administration of Foreign Investment in Value-added Telecommunications Services* issued on July 13, 2006 by MIIT, or the MIIT 2006 Notice, domestic telecommunications service providers are prohibited from leasing, transferring or selling telecommunications business operating licenses to any foreign investors in any form, or providing any resources, sites or facilities to any foreign investors for their operation of telecommunications businesses in China. According to the MIIT 2006 Notice, the holder of a value-added telecommunications business operating license, or ICP License, or its shareholders must directly own the domain names and trademarks used in their value-added telecommunications business operations. After the promulgation of the MIIT 2006 Notice in July 2006, the MIIT issued a subsequent notice in October 2006, or the MIIT October Notice, urging value-added telecommunication service operators to conduct self-examination regarding any noncompliance with the MIIT 2006 Notice prior to November 1, 2006. Pursuant to the MIIT October Notice, ICP License-holders who were not in

compliance with the MIIT 2006 Notice were allowed to submit a self-correction report to the local provincial-level branch of MIIT by November 20, 2006.

Tianying Jiuzhou and Yifeng Lianhe are currently engaged in the provision of value-added telecommunications services and each of them has obtained ICP Licenses from MIIT or its local counterpart in Beijing. In addition, Tianying Jiuzhou owns our material domain names, including ifeng.com, and, as of March 31, 2022, owned six registered trademarks that were transferred to it from Phoenix Satellite Television Trademark Limited. Tianying Jiuzhou and Yifeng Lianhe continue to use certain of Phoenix TV's logos that are licensed from Phoenix Satellite Television Trademark Limited, a wholly owned subsidiary of Phoenix TV, in their value-added telecommunications services. Therefore, we are not currently in compliance with the MIIT 2006 Notice.

We have designed propriety logos for use in the respective businesses of Tianying Jiuzhou and Yifeng Lianhe. As of March 31, 2022, Tianying Jiuzhou owned 487 PRC registered trademarks, six of which were transferred from Phoenix Satellite Trademark Limited, and Yifeng Lianhe owned 50 PRC registered trademarks. Despite our having registered many trademarks used in our value-added telecommunications business operations, we may continue to use certain of Phoenix TV's logos that are licensed from Phoenix Satellite Television Trademark Limited.

Although neither of the VIEs or their respective subsidiaries has been required by the MIIT or its local counterpart to obtain and hold the ownership of the relevant trademarks related to the value-added telecommunications services to date, the provincial-level counterpart of MIIT may enforce the MIIT 2006 Notice on the VIEs and their respective subsidiaries. In such case, the provincial-level counterpart of MIIT could order the VIEs and their respective subsidiaries to own the registered trademarks used in their value-added telecommunications business within a specified period of time. We do not have knowledge about the period of time that MIIT would provide us to complete the necessary remediation measures. We are also not aware that since issuing the MIIT October Notice, MIIT has promulgated any additional notices or guidelines with respect to timelines for self-examination or remediation of noncompliance with the MIIT 2006 Notice. Moreover, the MIIT October Notice does not specify how much time the MIIT allows for ICP License-holders to remedy their noncompliance issues. If we fail to remedy any noncompliance within the time frame specified by the provincial counterpart of MIIT, the relevant governmental authority would have the discretion to revoke the VIEs' or their respective subsidiaries' licenses for value-added telecommunications or subject them to other penalties or sanctions, which would have a material and adverse effect on our business, financial condition, operating results and prospects.

***We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet businesses and companies, including limitations on our ability to own key assets, such as our PC websites, mobile applications, mobile websites and third-party platform accounts.***

The Chinese government heavily regulates the Internet industry, including foreign investment in the Chinese Internet industry, content on the Internet and license and permit requirements for service providers in the Internet industry. Since some of the laws, regulations and legal requirements with respect to the Internet are relatively new and evolving, their interpretation and enforcement involve significant uncertainties. In addition, the Chinese legal system is based on written statutes and so that prior court decisions can only be cited for reference and have little precedential value. As a result, in many cases it is difficult to determine what actions or omissions may result in liabilities. Issues, risks and uncertainties relating to China's government regulation of the Chinese Internet sector include the following:

- We operate our PC websites, mobile applications, mobile websites and third-party platform accounts in China through the VIEs and their respective subsidiaries, which we control through contractual arrangements due to restrictions on foreign investment in businesses providing value-added telecommunication services, including substantially all of our paid services and advertising services.
- Uncertainties relating to the regulation of the Internet business in China, including evolving licensing practices, give rise to the risk that some of our permits, licenses or operations may be subject to challenge, which may be disruptive to our business, subject us to sanctions or require us to increase capital, compromise the enforceability of relevant contractual arrangements, or have other adverse effects on us. The numerous and often vague restrictions on acceptable content in China subject us to potential civil and criminal liability, temporary blockage of our PC websites, mobile applications, mobile websites and third-party platform accounts or complete shut-down of the above-mentioned sites. For example, the State Secrecy Bureau, which is directly responsible for the protection of state secrets of all Chinese government and Chinese Communist Party organizations, is authorized to block any websites or mobile applications it deems to be leaking state secrets or failing to meet the relevant regulations relating to the protection of state secrets in the distribution of online information. In addition, the newly amended Law on Preservation of State Secrets which became effective on October 1, 2010 provides that whenever an Internet service provider detects any leakage of state secrets in the distribution of online information, it should stop the distribution of such information and report to the authorities of state

security and public security. As per request of the authorities of state security, public security or state secrecy, the Internet service provider should delete any contents on its websites or mobile applications that may lead to disclosure of state secrets. Failure to do so on a timely and adequate basis may subject the service provider to liability and certain penalties imposed by the State Security Bureau, Ministry of Public Security and/or MIIT or their respective local counterparts.

- Under the Cyber Security Law of the People's Republic of China, or Cyber Security Law, which became effective on June 1, 2017, when network operators, such as us, provide users with information publication services, instant messaging services and other services, they shall require users to provide real identity information at the time of signing agreements with users or confirming the provision of services. Where users do not provide real identify information, network operators shall not provide them with relevant services. If network operators fail to comply with these requirements, relevant competent authorities may order the operators to rectify, and if they fail to rectify or if the circumstances are serious, a fine may be imposed, and the relevant competent authorities may order the operators to suspend operation, close down the website, and revoke their relevant business permits and licenses; and a fine of no less than RMB10,000 but no more than RMB100,000 may be imposed on the persons directly in charge and other directly responsible persons.
- On September 28, 2009, the General Administration of Press and Publication (the predecessor of SAPPRFT), or GAPP and the National Office of Combating Pornography and Illegal Publications jointly published a circular expressly prohibiting foreign investors from participating in Internet game operating business via wholly owned, equity joint venture or cooperative joint venture investments in China, and from controlling and participating in such businesses directly or indirectly through contractual or technical support arrangements. On February 4, 2016, the SAPPRFT and the MIIT jointly issued the Administrative Measures on Network Publication Service, which took effect on March 10, 2016 and prohibit wholly foreign-owned enterprises, Sino-foreign equity joint ventures and Sino-foreign cooperative enterprises from engaging in the provision of web publishing services. In addition, project cooperation between an Internet publishing service provider and a wholly foreign-owned enterprise, Sino-foreign equity joint venture, or Sino-foreign cooperative enterprise within China or an overseas organization or individual involving Internet publishing services shall be subject to examination and approval by the SAPPRFT in advance.

Due to the popularity and broad use of the Internet and other online services, it is possible that a number of laws and regulations may be adopted with respect to the Internet or other online services covering issues such as user privacy, pricing, content, copyrights, distribution, antitrust and characteristics and quality of products and services. The adoption of additional laws or regulations may impede the growth of the Internet or other online services, which could, in turn, decrease the demand for our products and services and increase our cost of doing business. Moreover, the applicability to the Internet and other online services of existing laws in various jurisdictions governing issues such as property ownership, sales and other taxes, libel and personal privacy is uncertain and may take years to resolve. Any new legislation or regulation, the application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or the application of existing laws and regulations to the Internet and other online services could significantly disrupt our operations or subject us to penalties.

The interpretation and application of existing PRC laws, regulations and policies, the stated positions of relevant PRC government authorities and possible new laws, regulations or policies have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, Internet businesses in China, including our business.

***The Chinese government may prevent us from advertising or distributing content, including UGC, that it believes is inappropriate and we may be subject to penalties for such content or we may have to interrupt or stop the operation of our PC websites, mobile applications, mobile websites and third-party platform accounts.***

China has enacted regulations governing Internet access and the distribution of news and other information. In the past, the Chinese government has stopped the distribution of information over the Internet or through mobile Internet devices that it believes violates Chinese law, including content that it believes is obscene or defamatory, incites violence, endangers the national security, or contravenes the national interest. In addition, certain news items, such as news relating to national security, may not be published without permission from the Chinese government. If the Chinese government were to take any action to limit or prohibit the distribution of information through our PC websites, mobile applications, mobile websites and third-party platform accounts, or through our services, or to limit or regulate any current or future content or services available to users on our network, our business could be significantly harmed.

In addition to professionally produced content, content from Phoenix TV and our in-house produced content, we allow our users to upload text and images (UGC) to our PC websites, mobile applications and mobile websites. We have a content screening team of five employees and more than 300 outsourced staff members who are responsible for monitoring and preventing the public

release of inappropriate or illegal content, including UGC, on our PC websites, mobile applications and mobile websites or through our services. In addition to the staff of our content screening team, we also take advantage of the assistance of AI technology to ensure the efficiency and safety of content monitoring. Although we have adopted internal procedures to monitor the content displayed on our PC websites, mobile applications and mobile websites, due to the significant amount of UGC uploaded by our users, we may not be able to identify all the UGC that may violate relevant laws and regulations. Failure to identify and prevent inappropriate or illegal content from being displayed on our PC websites, mobile applications and mobile websites may subject us to liability.

***Content provided on our PC websites, mobile applications, mobile websites and third-party platform accounts may expose us to libel or other legal claims which may result in costly legal damages.***

Claims have been threatened and filed against alleging for libel, defamation, invasion of privacy and other matters based on the nature and content of the materials posted on our PC websites, mobile applications, mobile websites and third-party platform accounts. While we screen our content for such potential liability, there is no assurance that our screening process will identify all potential liability, especially liability arising from UGC and content we license from third parties. In the past, some of the claims brought against us have resulted in liability. Although to date none of such claims resulting material loss, we cannot assure you we will not be subject to future claims that could be costly, encourage similar lawsuits, distract our management team or harm our reputation and possibly our business. For more information, see “Item 4. Information on the Company—B. Business Overview—Legal and Administrative Proceedings.”

***Advertisements on our PC websites, mobile applications, mobile websites and third-party platform may subject us to penalties and other administrative actions.***

Under PRC advertising laws and regulations, we are obligated to monitor the advertising content shown on our PC websites, mobile applications, mobile websites and third-party platform account to ensure that such content is true, accurate and in full compliance with applicable laws and regulations. In addition, where a special government review is required for specific types of advertisements prior to websites or mobile application posting, such as advertisements relating to medical treatment, pharmaceuticals, medical instruments, agrochemicals, veterinary pharmaceuticals and health food, we are obligated to confirm that such review has been performed and approval has been obtained from relevant governmental authorities, which include the local branch of the State Administration for Market Regulation (formerly known as the State Administration for Industry and Commerce, or SAIC), or SAMR, the local branch of the National Health Commission and the local branch of the State Administration of Traditional Chinese Medicine. On April 24, 2015, the Standing Committee of the National People’s Congress issued the Advertisement Law, which took effect on September 1, 2015 and was further amended on October 26, 2018 and April 29, 2021, to further strengthen the supervision and management of advertisement services. In addition, on July 4, 2016, the SAIC issued the *Interim Measures for the Administration of Internet Advertising*, the New Interim Measures, to further regulate Internet advertising activities. Pursuant to these laws and regulations, any advertisement that contains false or misleading information to deceive or mislead consumers shall be deemed false advertising. Furthermore, the Advertisement Law explicitly stipulates detailed requirements for the content of several different kinds of advertisement, including advertisements for medical treatment, pharmaceuticals, medical instruments, health food, alcoholic drinks, education or training, products or services having an expected return on investment, real estate, pesticides, feed and feed additives, and some other agriculture-related advertisement. Also, according to the New Interim Measures, no advertisement of such special commodities or services which are subject to examination by an advertising examination authority shall be published unless it has passed such examination. In addition, an Internet advertisement shall be identifiable and clearly identified as an “advertisement” so that consumers will know that it is an advertisement. Paid search advertisements shall be clearly distinguished from natural search results. We may be subject to enhanced supervision and more serious penalties in case of a violation (if any) pursuant to such new Advertisement Law and the New Interim Measures. To fulfill these monitoring functions, we include clauses in most of our advertising contracts requiring that all advertising content provided by advertisers must comply with relevant laws and regulations. Pursuant to the contracts between us and advertising agencies, advertising agencies are liable for all damages to us caused by their breach of such representations. Before a sale is confirmed and the advertisement is publicly posted on our PC websites or mobile applications or mobile websites and third-party platform account, our account execution personnel, who comprise a separate back-office team, are required to review all advertising materials to ensure there is no racial, violent, pornographic or any other improper content, and will request the advertiser to provide proof of governmental approval if the advertisement is subject to special government review. Violation of these laws and regulations may subject us to penalties, including fines, confiscation of our advertising income, orders to cease dissemination of the advertisements and orders to eliminate the effect of illegal advertisement. PRC governmental authorities may even force us to terminate our advertising operation or revoke our licenses in circumstances involving serious violations.

A majority of the advertisements shown on our PC websites, mobile applications, mobile websites and third-party platform account are provided to us by third-party advertising agencies on behalf of advertisers. We cannot assure you that all of the content contained in such advertisements is true and accurate as required by the advertising laws and regulations. For example, the

*Advertisement Law* provides that an advertisement operator who posts false or fraudulent advertisements related to the life and health of the consumers, or who knows or should have known other kind of posted advertisement is false or fraudulent will be subject to joint and several liabilities. The New Interim Measures provides that Internet advertisement publishers shall verify related supporting documents, check the contents of the advertisement and be prohibited from publishing any advertisement with nonconforming contents or without all the necessary certification documents. However, for the determination of the truth and accuracy of the advertisements, there are no implementing rules or official interpretations, and such a determination is at the sole discretion of the relevant local branch of the SAMR, which results in uncertainty in the application of these laws and regulations. If we are found to be in violation of applicable PRC advertising laws and regulations in the future, we may be subject to penalties and our reputation may be harmed, which may have a material and adverse effect on our business, financial condition, operating results and prospects.

In addition, online information distributors and related service providers, as well as marketplace platform operators, are required to conduct businesses in full compliance with the *Anti-unfair Competition Law* in China, and may not unfairly compete with others or cause disruption to social and economic orders, including but not limited to carrying out any false or misleading commercial promotions, inserting a link into an online product or service legally provided by another business operator to compel a destination jump without the approval of such business operator. In November 2017 and April 2019, the *Anti-unfair Competition Law* of the PRC was amended, which further emphasized that a business operator that engage in production and business activities utilizing the information network shall abide by all the provisions of the *Anti-unfair Competition Law*, and may not engage in any false or misleading publicity for its products or services. Violation of these provisions may subject the relevant business operators to various penalties, including an order from the competent governmental authorities to cease its illegal acts and fines, or in case of a severe violation, revocation of business licenses.

***Ineffective implementation of the separation of our advertising sales and regulatory compliance functions may result in insufficient supervision over the content of advertisements shown on our PC websites, mobile applications, mobile websites and third-party platform accounts and may subject us to penalties or administrative actions.***

We keep our advertising sales function separate from our team that is in charge of government compliance in order to prevent potential conflicts between our advertising business and our compliance with relevant PRC advertising laws and regulations. Before a sale is confirmed and the relevant advertisements are publicly posted on our PC websites, mobile applications, mobile websites and third-party platform accounts, our account execution personnel, who comprise a separate back-office team that does not interface directly with advertisers, are required to review all advertising materials to ensure that the relevant advertisements do not contain any racial, violent, pornographic or any other improper content. These personnel will request an advertiser to provide proof of governmental approval if its advertisement is subject to special governmental review. Such procedures are designed to enhance our regulatory compliance efforts. However, in the event that the separation of advertising sales and regulatory compliance functions is not effectively implemented, the content of our advertisements may not be in full compliance with applicable laws and regulations. If we are found to be in violation of applicable laws and regulations in the future, we may be subject to penalties and our reputation may be harmed. This may have a material and adverse effect on our business, financial condition and operating results.

***We prioritize product innovation and user experience over short-term operating results, which may harm our revenue and operating results.***

We encourage employees to quickly develop and help us launch new and innovative features. We focus on improving the user experience for our products and services and on developing new and improved products and services for the advertisers on our platforms. We frequently make product and service decisions that may negatively impact our short-term operating results if we believe that the decisions are consistent with our goals to improve user experience and performance for advertisers, which we believe will improve our operating results over the long term. These decisions may not be consistent with the short-term expectations of investors and may not produce the long-term benefits that we expect, in which case our user growth and user engagement, our relationships with advertisers and our business and operating results could be harmed. In addition, our focus on user experience may negatively impact our relationships with our existing or prospective customers. This could result in a loss of customers and platforms partners, which could harm our revenue and operating results.

***The continuing and collaborative efforts of our senior management, key employees and other employees are crucial to our success, and our business may be harmed if we were to lose their services.***

Our success depends on the continuous efforts and services of Mr. Shuang Liu, our director and Chief Executive Officer, Mr. Edward Lu, our Chief Financial Officer, Ms. Xiaoyan Chi, our director and Senior Vice President and Mr. Chun Liu, our Senior Vice President. If, however, one or more of our executives or other key personnel are unable or unwilling to continue to provide services to us, we may not be able to find suitable replacements easily or at all. Competition for management and key personnel is intense and the pool of qualified candidates is limited. We may not be able to retain the services of our executives or key personnel, or attract and retain experienced executives or key personnel in the future. We do not maintain key-man life insurance for any of our key personnel. If any of our executive officers or key employees joins a competitor or forms a competing company, we may lose advertisers, know-how and key professionals and staff members. Each of our executive officers and key employees has entered into an employment

agreement and a non-compete agreement with us. However, if any dispute arises between us and our executives or key employees, these agreements may not be enforceable in China, where these executives and key employees reside, in light of uncertainties with China's legal system. See “—Risks Relating to Doing Business in China—Uncertainties with respect to the PRC legal system could limit the protections available to you and us.”

Our future success will also depend on our ability to attract and retain highly skilled technical, managerial, editorial, finance, marketing, sales and customer service employees. Qualified individuals are in high demand, and we may not be able to successfully attract, assimilate or retain the personnel we need to succeed.

***Our business and reputation may be harmed by the misconduct or errors of our employees or their failure to perform their duties.***

Misconduct, including illegal, fraudulent or collusive activities, unauthorized business conducts and behavior, misuse of corporate authorization, or errors by our employees or their failure to perform their duties could subject us to legal liability and negative publicity. Our employees may conduct fraudulent activities to bypass our internal system and to complete shadow transactions and/or transactions outside our official or authorized manner, such as kickbacks, self-dealing, misappropriation of corporate funds and resources, disclosing users' information to competitors or other third parties for personal gains, or applying for fake reimbursement. They may conduct activities in violation of unfair competition law, which may expose us to unfair competition allegations and risks or conduct activities that may damage our reputation, corporate culture or internal working environment, such as sexual harassment. While we continue to strengthen our code of conduct and related internal policies, we cannot assure you that such incidents will not occur in the future. It is not always possible to identify and deter such misconduct, and the precautions we take to detect and prevent these activities may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to prevent such misconduct. Such misconduct could damage our brand and reputation, which could adversely affect our business and results of operations.

***We have been in the past and may continue to be subject to complaints, claims, controversies, regulatory actions and legal proceedings, which could have a material adverse effect on our results of operation, financial condition, liquidity, cash flows and reputation.***

We have been and may continue to be subject to or involved in various complaints, claims, controversies, regulatory actions, arbitrations and legal proceedings. Complaints, claims, arbitration, lawsuits, and litigations are subject to inherent uncertainties, and we are uncertain whether existing or new claims against us would develop into lawsuits or regulatory penalties and other disciplinary actions. Lawsuits, litigations, arbitration and regulatory actions may cause us to incur substantial costs or fines, utilize a significant portion of our resources and divert management's attention from our day-to-day operations, or materially modify or suspend our business operations, any of which could materially and adversely affect our financial condition, results of operations and business prospects.

Defending litigations or other claims against us is costly and can impose a significant burden on our management and employees, and there can be no assurances that favorable final outcomes will be obtained in all cases. For example, we have been subject to various legal proceedings in connection with certain intellectual property infringement and personality rights infringement and have paid damages for some of those legal proceedings. In 2019, 2020 and 2021, we incurred damages of RMB2.8 million, RMB3.6 million and RMB2.2 million, respectively. See “— We have been and expect we will continue to be exposed to intellectual property infringement and other claims, including claims based on content posted on our PC websites, mobile applications, mobile websites and third-party platform accounts, which could be time-consuming and costly to defend and may result in substantial damage awards and/or court orders that may prevent us from continuing to provide certain of our existing services.” and “Item 4. Information on the Company—B. Business Overview—Legal and Administrative Proceedings” for more information.

In addition, there can be no assurance that we will be successful in the claims we pursue against other parties. Any resulting liability, losses or expenses, or changes required to our businesses to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects. There remain uncertainties in the interpretation of PRC laws in different jurisdictions, and an adverse outcome of a single claim against us in one jurisdiction regarding our business practices may result in significant negative publicity and heightened scrutiny by regulators and courts of our business and operations across the country, or potential penalties or other regulatory actions against us. Any of such outcomes may cause significant disruptions to our operations and materially and adversely affect our results of operation and financial condition.

***We have granted, and may continue to grant, stock options, restricted shares and restricted share units under our share incentive plans or adopt new share incentive plans in the future, which may result in increased share-based compensation.***

We adopted a share option plan in June 2008, a restricted share and restricted share unit plan in March 2011 and a share option scheme in June 2018. In addition, one of our subsidiaries, Fread Limited, adopted a restricted share unit scheme in March 2018. As of March 31, 2022, options to purchase 44,957,507 Class A ordinary shares granted under the 2008 share option plan and the 2018 share option scheme were outstanding. As of March 31, 2022, a total of 920,000 restricted shares of Fread Limited were granted. See “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors, Supervisors and Executive Directors—Share Incentive Plans.” For the years ended December 31, 2019, 2020 and 2021, we recorded RMB11.9 million, RMB9.4 million and

RMB9.6 million (US\$1.5 million), respectively, in share-based compensation. We believe the granting of share-based awards is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant stock options to employees in the future. We intend to grant additional stock options to our employees going forward, and we may implement additional option exchange program in the future, which we expect will further increase our share-based compensation. If we continue to grant share options in the future, our share-based compensation will increase accordingly.

***We have been and expect we will continue to be exposed to intellectual property infringement and other claims, including claims based on content posted on our PC websites, mobile applications, mobile websites and third-party platform accounts, which could be time-consuming and costly to defend and may result in substantial damage awards and/or court orders that may prevent us from continuing to provide certain of our existing services.***

Our success depends, in large part, on our ability to operate our business without infringing third-party rights, including third-party intellectual property rights. Companies in the Internet, technology and media industries own, and are seeking to obtain, a large number of patents, copyrights, trademarks and trade secrets, and they are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights or other related legal rights. There may be patents issued or pending that are held by others that cover significant aspects of our technologies, products, business methods or services. We license our premium licensed content from third parties. We also derive profits from online digital reading that are based on intellectual property licensed to us by third parties. Although our license agreements with our licensors generally require that the licensors have the legal right to license such content to us and give us the right to promptly remove any content that we have been notified contains infringing material, we cannot ensure that each licensor has such authorization and we may not receive notification of infringement. If any purported licensor does not actually have sufficient authorization relating to the premium licensed content or right to license a work of authorship provided to us, we may be subject to claims of copyright infringement from third parties and penalties imposed by competent government authorities, and we cannot ensure we can be fully indemnified by the relevant licensor for all losses we may incur from such claims.

In order to strengthen the protection of intellectual property right, Chinese government and courts are improving the judicial system for resolving intellectual property disputes in China. As intellectual property litigation is becoming more common in China, we face increased risk of being sued for potential intellectual property infringements. Third parties may take action and file claims against us if they believe that certain content on our site violates their copyrights or other related legal rights. We have been subject to such claims in the PRC. Government authorities may also impose administrative penalties on us if they find that we have infringed third parties' intellectual property rights. In October 2015, the National Copyright Bureau imposed a fine of RMB250,000 on Tianying Jiuzhou for disseminating on our PC websites, mobile applications and mobile websites one work of literature that we licensed from third parties that were alleged to have no legal rights to license such work. In November 2016, China Youth Book Inc. and Dewey Press LLC filed a claim against Tianying Jiuzhou and our company for intellectual property infringement of such work based on the above-mentioned finding of the National Copyright Bureau, and the related claim for damage was approximately RMB235.8 million, even though the actual income we generated from such work was less than RMB1,500. This claim was withdrawn by the plaintiffs in January 2018. In April 2018, we received notices from the local court that the plaintiffs have filed a lawsuit against us again for the same claim, with the related claim for damages reduced to approximately RMB99.8 million. In April 2020, we received the judgment from the local court which ordered us to pay the plaintiffs a total of approximately RMB1.0 million as economic compensation and reimbursement of the plaintiff's reasonable expenses. After the plaintiff filed an appeal against the judgment made by the local court, the appellate court made the final judgment in December 2020 and upheld the local court's decision. Tianying Jiuzhou has subsequently paid a total of approximately RMB1.0 million in damages to the plaintiff and fulfilled its obligation under the judgment. In June 2021, the plaintiff applied for a retrial with the Supreme People's Court and the Supreme People's Court conducted a hearing on the matter of retrial. As of the date of this annual report, we have not received any notification from the Supreme People's Court with respect to the retrial and we cannot assure you that the Supreme People's Court will not order a retrial for this case. In 2021, we also received some complaints and claims from third parties alleging intellectual property infringements by us, although some of the complainants have not provided necessary proofs of title or infringements. While we are negotiating with these complainants and some of these claims are still pending as of the date of this annual report, we cannot assure you that we will not be proved to have infringed their intellectual property rights or be required to pay any compensation. For more information, see "Item 4. Information on the Company—B. Business Overview—Legal and Administrative Proceedings."

In addition, our platforms are open to Internet users for uploading text and images and our we-media vertical obtained content produced by a large number of we-media publishers, such as we-media outlets, public intellectual, commentators, scholars, key opinion leaders, or KOLs and professors. As a result, content posted by our users, including we-media publishers and other Internet users, may expose us to allegations by third parties of infringement of intellectual property rights, invasion of privacy, defamation and other violations of third-party rights. Pursuant to our user agreement, users agree not to use our services in a way that is illegal, obscene or may otherwise violate generally accepted codes of ethics. However, given the volume of content uploaded, it is not



possible and we do not attempt to identify and remove all potentially infringing content uploaded or published by our users, which may subject us to various claims by third parties.

Moreover, as we continue to hire additional personnel to expand our product development teams, we may be subject to allegations and claims that some of our new employees may have disclosed trade secrets or other proprietary information of their former employers to us, especially when such employees were previously employed by our competitors or companies with similar businesses as ours. Any such allegation or claim, even if unfounded, could have a negative impact on our reputation, and our financial condition and operating results may suffer as a result.

We cannot assure you that we have not become subject to copyright laws in other jurisdictions, such as the United States, by virtue of our listing in the United States, the ability of users to access our videos in the United States and other jurisdictions, the ownership of our ADSs by investors, the extraterritorial application of foreign law by foreign courts or otherwise. Although we have not previously been subject to legal actions for copyright infringement in jurisdictions other than China, it is possible that we may be subject to such claims in the future. Any such claims in China, U.S., or elsewhere, regardless of their merit, could be time-consuming and costly to defend, and may result in litigation and divert management's attention and resources. Furthermore, an adverse determination in any such litigation or proceedings to which we may become a party in China, U.S. or elsewhere could cause us to pay substantial damages. For example, statutory damage awards in the U.S. can range from US\$750 to US\$30,000 per infringement, and if the infringement is found to be intentional, can be as high as US\$150,000 per infringement. Additionally, the risk of an adverse determination in such litigation or an actual adverse determination may result in harm to our reputation or in adverse publicity. The risk of an adverse result or the actual adverse result in litigation may also require us to seek licenses from third parties, pay ongoing royalties or become subject to injunctions requiring us to remove content or take other steps to prevent infringement, each of which could prevent us from pursuing some or all of our business and result in our users and advertisers or potential users and advertising customers deferring or limiting their use of our services, which could materially and adversely affect our financial condition and operating results.

***We may not be able to adequately protect our intellectual property, which could cause us to be less competitive.***

We rely on a combination of copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our copyrighted content and other intellectual property. Monitoring such unauthorized use is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriation. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources. The PRC is increasing the protection to a company's intellectual property, but has historically afforded less protection than the United States and the Cayman Islands, and therefore companies such as ours operating in the PRC face an increased risk of intellectual property piracy.

***The discontinuation of any of the preferential tax treatments available to us in China could materially and adversely affect our operating results and financial condition.***

Under PRC tax laws and regulations, our PRC subsidiary, Beijing Fenghuang Yutian Software Technology Co., Ltd., or Fenghuang Yutian, Beijing Fenghuang Borui Software Technology Co., Ltd., or Fenghuang Borui, Fenghuang On-line and Tianying Jiuzhou enjoyed, or are qualified to enjoy, certain preferential income tax benefits. The PRC *Corporate Income Taxes Law* ("CIT Law"), effective on January 1, 2008, further amended on February 24, 2017 and December 29, 2018, and as well as its implementation rules, all significantly curtail tax incentives granted to foreign-invested enterprises. The CIT Law generally applies an income tax rate of 25% to all enterprises, but grants preferential tax treatment to High and New Technology Enterprises ("HNTEs") and Software Enterprises. Under these preferential tax treatments, HNTEs are entitled to an income tax rate of 15%, subject to a requirement that they re-apply for HNTE status every three years and Software Enterprises are entitled to an income tax exemption for two years beginning from its first profitable year and a 50% reduction to a rate of 12.5% for the subsequent three years.

Fenghuang On-line was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Fenghuang On-line was subject to a 15% income tax rate for the years from 2019 to 2021. Tianying Jiuzhou was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Tianying Jiuzhou was subject to a 15% income tax rate from 2019 to 2021. In 2017 and 2020, Fenghuang Yutian was qualified as an HNTE, and therefore, Fenghuang Yutian was subject to a 15% income tax rate from 2019 to 2021. In 2016, Fenghuang Borui was qualified as a Software Enterprise. As 2016 was the first year Fenghuang Borui generated taxable profit, it was exempted from income taxes for the years 2016 and 2017, and was subject to a 12.5% income tax rate from 2018 to 2020. Fenghuang Borui was qualified as an HNTE in 2021, and therefore, Fenghuang Borui was subject to a 15% income tax rate for the year 2021. See "Item 10. Additional Information—E. Taxation."

***We have limited business insurance coverage.***

The insurance industry in China is still young and the business insurance products offered in China are limited. We do not have any business liability or disruption insurance coverage for our operations. Any business disruption, litigation or natural disaster may cause us to incur substantial costs and divert our resources.

***A prolonged slowdown in the global or PRC economies may materially and adversely affect our operating results, financial condition, prospects and future expansion plans.***

The global financial markets experienced opportunities and challenges side by side in 2021. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies, including the United States and China. There have been concerns over unrest and terrorist threats in the Middle East, Europe and Africa and over the conflicts involving Ukraine, Syria and North Korea. There have also been concerns over regional instability and tension, such as the relationship among China and other Asian countries, which may result in, or intensify potential conflicts in relation to, territorial disputes, and the trade disputes between the United States and China. The outbreak of COVID-19 throughout the world could also result in an economic downturn globally. It is unclear whether these challenges and uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term. As China shifts from high-speed to high-quality growth, China's gross domestic product growth decelerated since 2012. According to the National Bureau of Statistics of China, China's gross domestic product growth was at 8.1% in 2021. Since demand for our paid and advertising services are sensitive to macro-economic conditions globally and in the PRC, our business prospects may be affected by the macroeconomic environment. Any prolonged slowdown or contraction in the global or PRC economy may have a material adverse effect on our business, operating results and financial condition, and continued turbulence in the international markets may materially and adversely affect our ability to access the capital markets to meet liquidity needs.

***PRC regulations establish complex procedures for certain acquisitions of PRC companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.***

On August 8, 2006, six PRC regulatory authorities, including the CSRC, jointly promulgated the *Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the 2006 M&A Rules, which were later amended on June 22, 2009. The 2006 M&A Rules establish procedures and requirements that could make some acquisitions of PRC companies by foreign investors more time-consuming and complex, including requirements in some instances that MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. Moreover, the *Anti-Monopoly Law* requires that the anti-trust governmental authority shall be notified in advance of any concentration of undertaking if certain thresholds are triggered. In addition, national security review rules issued by the PRC governmental authorities in 2011 require acquisitions by foreign investors of domestic companies engaged in military related or certain other industries that are crucial to national security to be subject to prior security review. According to the MOFCOM Security Review Rules, a security review is required for mergers and acquisitions of PRC domestic enterprises by foreign investors (i) having "national defense and security" concerns, and (ii) where the foreign investors may acquire the "de facto control" of the PRC domestic enterprises having national security concerns such as key farm products, key energy and resources, and key infrastructure, transportation, technology and major equipment manufacturing industries. Circular No. 6, however, does not define the term of "key" or "major", nor has it exhausted all the industries that may be deemed as sensitive industries subject to the security review.

We may expand our business in part by acquiring complementary businesses. Complying with the requirements of the 2006 M&A Rules, the MOFCOM Security Review Rules, if applicable, and other PRC regulations to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from MOFCOM, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share. However, it is also uncertain whether the 2006 M&A Rules, the MOFCOM Security Review Rules or the other PRC regulations regarding the acquisitions of PRC companies by foreign investors will be materially repealed or amended as the *Foreign Investment Law*, or the FIL, became effective on January 1, 2020. Any adverse change in rules or regulations may have a material adverse effect on our business and operating results.

***We believe we were a passive foreign investment company for 2021, which could result in adverse United States federal income tax consequences to United States Holders (as defined below).***

Based upon the past and projected composition of our income and assets, and the valuation of our assets, we believe we were a "passive foreign investment company," or PFIC, for 2021, and that we may be classified as a PFIC for future taxable years. The determination of whether or not we are a PFIC is made on an annual basis and will depend on the composition of our income and assets from time to time. Specifically, we will be classified as a PFIC for United States federal income tax purposes for any taxable

year in which: (i) at least 75% of our gross income in a taxable year is passive income, or (ii) at least 50% of the value (generally determined based on a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income. The calculation of the value of our assets will be based, in part, on the quarterly market value of our ADSs, which is subject to change. See “Item 10. Additional Information—E. Taxation—Material United States Federal Income Tax Consequences—Passive Foreign Investment Company.”

In addition, it is not entirely clear how the contractual arrangements between us and the VIEs will be treated for purposes of the PFIC rules. If it is determined that we do not own the stock of the VIEs for United States federal income tax purposes (for instance, because the relevant PRC authorities do not respect these arrangements), we are more likely to be treated as a PFIC.

Such characterization as a PFIC could result in adverse United States federal income tax consequences to you if you are a United States Holder, as defined under “Item 10. Additional Information—E. Taxation—Material United States Federal Income Tax Consequences.” For example, you may become subject to increased tax liabilities under United States federal income tax laws and regulations, and will become subject to burdensome reporting requirements.

If we are a PFIC for any year during which a United States Holder holds our ADSs or Class A ordinary shares, we generally will continue to be treated as a PFIC for all succeeding years during which such United States Holder holds our ADSs or Class A ordinary shares, unless we cease to be a PFIC and such United States Holder makes a certain election. See “Item 10. Additional Information —E. Taxation—Material United States Federal Income Tax Consequences—Passive Foreign Investment Company.” The determination of our PFIC status is based on an annual analysis that includes ascertaining the fair market value of all of our assets on a quarterly basis and the character of each item of income we earn. Because this involves extensive factual investigation and cannot be completed until the close of a taxable year, there can be no assurance we will not be a PFIC for any future year.

***Our strategy of acquiring complementary assets, technologies and businesses may fail and may result in equity or earnings dilution.***

As part of our business strategy, we intend to identify and acquire assets, technologies and businesses that are complementary to our business. Acquired businesses or assets may not yield the results we expect. In addition, acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, significant amortization expenses related to intangible assets and exposure to potential unknown liabilities of the acquired business. Moreover, the cost of identifying and consummating acquisitions, and integrating the acquired businesses into ours, may be significant, and the integration of acquired business may be disruptive to our business operations. In addition, we may have to obtain approval from the relevant PRC governmental authorities for the acquisitions and comply with any applicable PRC rules and regulations, which may be costly. In the event our acquisitions are not successful, our financial condition and results of operation may be materially and adversely affected.

***Failure of our business strategies through our subsidiaries, affiliates and other business alliance partners could negatively affect our financial condition, operating results and reputation.***

Aligned with our business strategies, we have made and may undertake in the future investments in subsidiaries, affiliates and other business alliance partners in various Internet-related businesses.

Despite holding 71.8% of the equity interest in Phoenix FM Limited, or Phoenix FM before April 2020, we accounted for our investment in Phoenix FM as an equity method investment since we did not control Phoenix FM due to substantive participating rights that had been provided to other shareholders of Phoenix FM. We had fully written down the entire investment in Phoenix FM in 2015. In April 2020, other shareholders of Phoenix FM transferred all of their investment in Phoenix FM to us and Phoenix FM became a wholly owned subsidiary of us.

As of December 31, 2019, we had loan receivable of approximately RMB9.8 million due from Phoenix FM (Beijing) Information Technology Co., Ltd., or FM Beijing, the former subsidiary of Phoenix FM, which had been fully impaired in 2015. In April 2020, through a series of debt restructuring transactions, we acquired 19.99% of the equity interest in FM Beijing. In August 2020, we acquired 6.04% equity interest in Humanistic Intelligence Inc., or Humanistic Intelligence, through a share exchange transaction related to FM Beijing, and recognized a gain of RMB6.0 million from the transaction, which was included in the income/(loss) from equity method investments, net of impairment item in the consolidated statements of comprehensive income/(loss) of 2020. As the investment in Humanistic Intelligence is redeemable at the option of us, it is not considered in-substance common stock but considered debt securities. Our investment in Humanistic Intelligence is classified as available-for-sale debt investments and reported at fair value. As of December 31, 2021, the fair value of investment in Humanistic Intelligence was RMB6.0 million (US\$0.9 million).

We made substantial investments in Particle in the form of investments and loans in the past. Particle operates Yidian, a personalized news and lifestyle information application in China that allows users to define and explore desired content on their mobile devices. On March 22, 2019, we entered into a share purchase agreement with Run Liang Tai Management Limited, or Run Liang Tai, and entered into a supplemental agreement with Run Liang Tai on July 23, 2019, or the Particle Supplemental Agreement, for the proposed sale of 34% equity interest of Particle on an as-if converted basis. According to the Particle Supplemental Agreement, we agreed to sell 212,358,165 shares with the total purchase price of US\$448 million. In addition, we agreed that Run Liang Tai may pay the purchase price in several installments and deliver the preferred shares of Particle to Run Liang Tai in batches. We completed delivery of the first batch of 94,802,752 Particle shares to Run Liang Tai pursuant to the Particle Supplemental Agreement and received consideration of US\$200 million for such shares and recognized a gain on disposal of available-for-sale debt investments of RMB1,001.2 million in the consolidated statements of comprehensive income/(loss) in 2019, and we have received a further deposit of US\$50 million for the second batch of preferred shares of Particle to be delivered to Run Liang Tai in or before August 2020. In August 2020, we signed a new share purchase agreement, or the New SPA, with Run Liang Tai. Under the New SPA, the rights and obligations of both Run Liang Tai and us with respect to the second batch of shares under the previous agreements were terminated, and instead, we agreed to sell a total of 140,248,775 shares of Particle as the second batch of preferred shares of Particle to Run Liang Tai at a total purchase price of US\$150 million. On August 10, 2020, Run Liang Tai paid approximately US\$99.3 million to us under the New SPA, which represents the difference between the total purchase price and the US\$50 million deposit already paid by Run Liang Tai to us under the previous agreements plus certain other accrued interests. The transaction was closed on October 19, 2020 and we recognized a gain on disposal of available-for-sale debt investments of RMB477.3 million in the consolidated statements of comprehensive income/(loss) in 2020. In August 2020, we acquired 4,584,209 Series D1 preferred shares of Particle from Run Liang Tai, which were previously pledged to the Company to secure the repayment of an interest-free loan with the principal of approximately US\$9.7 million granted by the Company to Run Liang Tai. As of the date of this annual report, we held 4,584,209 Series D1 convertible redeemable preferred shares of Particle, which had been accounted for as available-for-sale debt investments, representing an aggregate of approximately 0.60% equity interest in Particle on an as-if converted basis (which reflected the completion of the issuance of additional shares under Particle's share incentive plan). The fair value of our available-for-sale debt investments in Particle was RMB23.4 million (US\$3.7 million) as of December 31, 2021.

In December 2018, we acquired a 25.5% equity interest in Yitian Xindong with a consideration of RMB144.1 million and started to consolidate Yitian Xindong in our financial statements since December 28, 2018. In March 2019, we acquired another 25.5% equity interest in Yitian Xindong with a consideration of RMB144.1 million and held a total of 51.0% equity interest in and a 51.0% voting rights of Yitian Xindong and continued to consolidate Yitian Xindong's financial statements. In May 2020, we sold all of our equity interests in Yitian Xindong to other investors for a total price of RMB313.6 million in cash. The disposal of Yitian Xindong was qualified for reporting as a "discontinued operation" in our financial statements. See "Item 5. Operating and Financial Review and Prospects — Overview" for further details on the relevant accounting treatment.

We hold 50% of the equity interests in Beijing Fenghuang Tianbo Network Technology Co., Ltd., or Tianbo. Before April 2019, as we had significant influence over financial and operating decision-making, we accounted for the 50% equity interest by using the equity method of accounting. On April 1, 2019, we obtained control over Tianbo and consolidated Tianbo starting from April 1, 2019 as we and other shareholders of Tianbo agreed to make certain revisions to the articles of association of Tianbo, which granted us the voting power to decide Tianbo's significant financial and operating decisions at both the shareholder level and the board level, to accelerate the development of our real estate vertical and to further bolster the development of our real estate vertical and to create more synergies on Tianbo's new business, with the equity interest in Tianbo of 50% unchanged. At the same time, we agreed with other shareholders of Tianbo and would provide free advertising resources to Tianbo as consideration to gain control over Tianbo. Tianbo is principally engaged in operation of the real estate vertical and sales of real estate advertisements for us.

In January 2015, we established a subsidiary, Shanghai Meowpaw Info&Tech Co., Ltd., or Meowpaw. Meowpaw is engaged in creating intellectual properties, related games, books, movies and animations, etc. In July 2020, we, through one of our subsidiaries, Meowpaw and the non-controlling shareholder of Meowpaw entered into a share transfer agreement. According to such agreement, the non-controlling shareholder sold the 25% of Meowpaw's equity interest it then held to us at a nominal consideration and Meowpaw has become a 100% owned subsidiary of us.

In November 2018, we acquired a 10% equity interest in Yitong Technology (Hangzhou) Limited, or Yitong Technology, by investing in newly issued shares of Yitong Technology with a total consideration of RMB13.0 million. Yitong Technology mainly engages in big data application development and operation in China. As of December 31, 2021, the carrying value of our equity investment in Yitong Technology was RMB13.0 million (US\$2.0 million).

In January 2020, we and an independent third party proposed to jointly operate advertising business. One of our wholly-owned subsidiaries, Fengqingyang (Beijing) Culture Transmission Co., Ltd., or Fengqingyang, formerly known as Beijing Youjiuzhou

Technology Co., Ltd., underwent an increase in share capital and as a result, we and the third-party hold 60% and 40% of the equity interest in Fengqingyang, respectively. We continue to consolidate Fengqingyang.

In May 2020, our board of directors approved an investment program in selected venture capital funds, according to which, we signed the relevant agreements in relation to a total amount of RMB90.0 million investments and acquired partnership interests in three funds. As of December 31, 2021, we made a total of RMB81.0 million (US\$12.7 million) investments in these three funds. Investments in two of such funds with total considerations of RMB60.0 million were accounted for under equity method as significant influence could be imposed by us, and the investment in the other fund of RMB21.0 million was accounted for using the net asset value as a practical expedient under ASC 820. The carrying value of investments in the three funds as of December 31, 2021 were RMB83.1 million (US\$13.0 million). As of March 31, 2022, we have already made investments in these three funds with a total amount of RMB90.0 million (US\$14.1 million).

In December 2020, we acquired, through Tianying Jiuzhou, approximately 3.7773% partnership interests in Guangzhou Kesheng Jiada Network Partnership, or Kesheng Jiada, with a consideration of RMB10.0 million, representing 1.0% indirect equity interests in 4K Garden Network Technology (Guangzhou) Co., Ltd., or 4K Garden, a company that focuses on developing 4K ultra HD content ecosystem and related technology and 5G+ ultra HD application technology platform. Kesheng Jiada is a special purpose vehicle that holds equity interests in 4K Garden. As the investments in Kesheng Jiada lack readily determinable fair values, we elect to use the measurement alternative defined as cost, less impairments, adjusted by observable price changes in orderly transactions for the identical or a similar investment of the same issuer. In January 2021, we acquired additional 1.8886% partnership interests in Kesheng Jiada, representing 0.5% indirect equity interests in 4K Garden, with a consideration of RMB5.0 million (US\$0.8 million). As of December 31, 2021, the carrying value of the equity investment was RMB15.0 million (US\$2.4 million).

In addition, we previously invested in several other businesses. After considering the operating results of these entities and the likelihood of recovering value from such investments, our equity interests in these businesses have been fully impaired and we have fully written off our entire investments in these entities.

It is uncertain whether we will receive the expected benefits from these investments, due to any adverse regulatory changes, worsening of economic conditions, increased competition or other factors that may negatively affect the related business activities. We accounted for some of our investments in affiliates under the equity method. Therefore, net losses incurred by equity method investees may cause us to record our share of the net losses. Furthermore, we may lose the capital which we have invested in affiliates and other business alliances or may incur impairment losses on securities acquired in such alliances.

While we do not have such arrangements in place, we may in the future be required under contractual or other arrangements to provide financial support, including credit support and equity investments, to our business alliance partners in the future. Additionally, we may also incur credit costs from our credit exposure to such business alliance partners. If there is any negative news coverage about our business alliance partners, our reputation may also be harmed as a result of our affiliation with them.

Some of the businesses we have invested in are subject to intensive regulation. As a result of such regulations which are beyond our control, our business strategies may fail. Any adverse regulatory change may have a material adverse impact on the business and financial performance of our subsidiaries, affiliates and other business alliance partners. Furthermore, unanticipated costs and liabilities may be incurred in connection with those business strategies, including liabilities from the claims related to the businesses prior to our business alliances, and cost from actions by regulatory authorities.

***We may have conflicts of interest with some of the affiliated companies we have invested in and, because some of our board members and executive officers may hold positions or have other interests in such companies, we may not be able to resolve such conflicts on terms favorable for us.***

We may have conflicts of interests with some of the affiliated companies we have invested in if any of our board members and executive officers hold directorship and/or senior management positions and may own shares, restricted share units and/or options in these affiliated companies. Our affiliated companies may grant or promise incentive share compensation to certain of our board members and executive officers from time to time if our board members and executive officers hold directorship and/or senior management positions in such affiliated companies. These relationships, if exist, could create, or appear to create, conflicts of interest when these persons are faced with decisions with potentially different implications for these affiliated companies and us. In addition, we do not have a non-compete agreement with most of our affiliated companies and therefore neither we nor they are prohibited from entering into competition with each other in respect of our respective current businesses or new businesses. As such, we may not be able to resolve potential conflicts, and even if we do so, the resolution may be less favorable to us than if we were dealing with unrelated parties.

***We face risks related to natural disasters, health epidemics and other outbreaks, which could significantly disrupt our operations. In particular, we could be materially adversely affected by the COVID-19 pandemic.***

We are vulnerable to natural disasters and other calamities that are beyond our control. Fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events may give rise to server interruptions, breakdowns, system failures or Internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to provide our credit products.

Our business could also be adversely affected by the effects of health epidemics and pandemics, such as COVID-19, Ebola virus disease, H1N1 flu, H7N9 flu, avian flu, Severe Acute Respiratory Syndrome, or SARS. For example, since January 2020, COVID-19 has spread throughout China and worldwide. The Chinese central government and local governments in China have introduced various temporary measures to contain the COVID-19 outbreak that have adversely impacted national and local economy to different degrees. We have observed negative impact on our advertising business as our clients in China have been forced to reevaluate their marketing strategies and budgets and our business operations have had and may continue to be adversely affected. In addition, our business operations could be disrupted if any of our employees is suspected of contracting the COVID-19 or any other epidemic disease, since our employees could be quarantined and/or our offices be shut down for disinfection. The potential downturn brought by and the duration of the COVID-19 may be difficult to assess or predict where actual effects will depend on many factors beyond our control. The extent to which the COVID-19 impacts our business, results of operations, cash flows and financial condition remains uncertain, and we are closely monitoring its impact on us. Our business, results of operations, financial conditions and prospects could be materially and adversely affected to the extent that the COVID-19 or any other epidemic harms the Chinese economy in general. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this “Risk Factors” section.

### **Risks Relating to Our Corporate Structure**

***Phoenix TV (BVI) owns our Class B ordinary shares with 1.3 votes per share, allowing it and Phoenix TV to exercise control over matters subject to shareholder approval, and their interests may not be aligned with the interests of our other shareholders.***

Phoenix TV (BVI), a wholly owned direct subsidiary of Phoenix TV, owned 54.5% of our total issued and outstanding shares as of March 31, 2022. Moreover, all shares held by Phoenix TV (BVI) are Class B ordinary shares with 1.3 votes per share. As a result, Phoenix TV (BVI) held 60.9% of the total voting power of our ordinary shares as of March 31, 2022. Accordingly, Phoenix TV (BVI), and Phoenix TV through Phoenix TV (BVI), have substantial control over the outcome of corporate actions requiring shareholder approval, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets or any other significant corporate transaction, and their interests may not align with the interests of our other shareholders. Phoenix TV (BVI) may take actions that are not in the best interest of us or our other shareholders and may also delay or prevent a change of control or otherwise discourage a potential acquirer from attempting to obtain control of us, even if such a change of control would benefit our other shareholders. This significant concentration of share ownership may adversely affect the trading price of our ADSs due to investors’ perception that conflicts of interest may exist or arise.

***We may have conflicts of interest with Phoenix TV and, because of Phoenix TV’s controlling beneficial ownership interest in our company, may not be able to resolve such conflicts on terms favorable for us.***

Conflicts of interest may arise between Phoenix TV and us in a number of areas relating to our past and ongoing relationships. Potential conflicts of interest that we have identified include the following:

- *Our board members or executive officers may have conflicts of interest.* Certain of our board members and executive officers own shares, restricted share units and/or options in Phoenix TV, and also hold senior management positions in Phoenix TV. Phoenix TV may continue to grant incentive share compensation to certain of our board members and executive officers from time to time. These relationships could create, or appear to create, conflicts of interest when these persons are faced with decisions with potentially different implications for Phoenix TV and us.
- *Sale of shares in our company.* Phoenix TV (BVI) may decide to sell all or a portion of our shares that it beneficially owns to a third party, including to one of our competitors, thereby giving that third party substantial influence over our business and our affairs. Such a sale could be contrary to the interests of certain of our shareholders, including our employees or public shareholders.

- *Competition.* We do not have a non-compete agreement with Phoenix TV and its subsidiaries and affiliates, therefore neither we nor Phoenix TV is prohibited from entering into competition with each other in respect of our respective current businesses or new businesses.
- *Allocation of business opportunities.* Business opportunities may arise that both we and Phoenix TV find attractive, and which would complement our respective businesses. We and Phoenix TV do not have an agreement governing the allocation of new business opportunities presented to us and Phoenix TV in the future, and therefore, it is not certain which company will have the priority to pursue such business opportunities when such opportunities arise.

Although our company is a separate, stand-alone entity, Phoenix TV (BVI), a wholly owned direct subsidiary of Phoenix TV, owns Class B ordinary shares, each of which will be entitled to 1.3 votes on all matter subject to shareholders' vote, and we operate as a part of the Phoenix TV Group. Phoenix TV may from time to time make strategic decisions that it believes are in the best interests of its business as a whole, including our company. These decisions may be different from the decisions that we would have made on our own. Phoenix TV's decisions with respect to us or our business may be resolved in ways that favor Phoenix TV and therefore Phoenix TV's own shareholders, which may not coincide with the interests of our other shareholders. We may not be able to resolve any potential conflicts, and even if we do so, the resolution may be less favorable to us than if we were dealing with non-controlling shareholder. Even if both parties seek to transact business on terms intended to approximate those that could have been achieved among unaffiliated parties, this may not succeed in practice.

***If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with PRC governmental restrictions on foreign investment in Internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we would be subject to severe penalties or be forced to relinquish our interests in those operations.***

Current PRC laws and regulations place certain restrictions on foreign ownership of companies that engage in Internet and mobile businesses. Specifically, pursuant to the *Regulations for Administration of Foreign-Invested Telecommunications Enterprises* issued by the State Council on December 11, 2001 and amended on September 10, 2008, February 6, 2016 and March 29, 2022, foreign ownership in an Internet content provider or other value-added telecommunication service providers may not exceed 50%. We conduct our operations in China principally through contractual arrangements among our wholly-owned PRC subsidiaries, Fenghuang On-line and Qieyiyou, and three VIEs in the PRC, namely, Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan, and their respective shareholders. Fenghuang Ronghe holds 100% equity interests of Yifeng Lianhe. Yifeng Lianhe holds the licenses and permits necessary to conduct our mobile business in China, while Tianying Jiuzhou holds the licenses and permits necessary to conduct our Internet portal, video, mobile business, and Internet advertising and related businesses in China. Our contractual arrangements with Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan, and their respective shareholders enable us to exercise effective control over these entities and hence treat them as the VIEs and consolidate their results. For a detailed discussion of these contractual arrangements, see "Item 4. Information on the Company—C. Organizational Structure."

We cannot assure you, however, that we will be able to enforce these contracts. Although we believe we are in compliance with current PRC regulations, we cannot assure you that the PRC government would agree that these contractual arrangements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future. PRC laws and regulations governing the validity of these contractual arrangements are uncertain and the relevant government authorities have broad discretion in interpreting these laws and regulations. For example, it is uncertain whether the government authorities will promulgate other implementation rules of FIL and how the implementation rules, when they come into force, may impact the viability of our current corporate structure in the future. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Doing Business in China—Uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations." In addition, these contractual arrangements have not been tested in a court of law. If the PRC government determines that we do not comply with applicable laws and regulations, it could revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our right to collect revenues, block our PC websites or mobile applications or mobile websites or third-party platform accounts, require us to restructure our operations, impose additional conditions or requirements with which we may not be able to comply, or take other regulatory or enforcement actions against us that could be harmful to our business. The imposition of any of these penalties would result in a material and adverse effect on our ability to conduct our business, which could cause the value of our ADSs to significantly decline or become worthless.

In August 2011, MOFCOM promulgated the *Rules of Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the MOFCOM Security Review Rules, to implement the *Notice of the General Office of the State Council on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors* promulgated on February 3, 2011, or Circular No. 6. The MOFCOM Security Review

Rules came into effect on September 1, 2011 and replaced the *Interim Provisions of MOFCOM on Matters Relating to the Implementation of the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors* promulgated by MOFCOM in March 2011. According to these circulars and rules, a security review is required for mergers and acquisitions by foreign investors having “national defense and security” concerns and mergers and acquisitions by which foreign investors may acquire the “de facto control” of domestic enterprises having “national security” concerns. In addition, when deciding whether a specific merger or acquisition of a domestic enterprise by foreign investors is subject to the security review, MOFCOM will look into the substance and actual impact of the transaction. The MOFCOM Security Review Rules further prohibit foreign investors from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions. There is no explicit provision or official interpretation stating that our online game business falls into the scope subject to the security review, and there is no requirement for foreign investors in those mergers and acquisitions transactions already completed prior to the promulgation of Circular No. 6 to submit such transactions to MOFCOM for security review. As we have already obtained the “de facto control” over our variable interest entities prior to the effectiveness of these circulars and rules and our current business would not have concerns on “national defense and security” or “national security,” we do not believe we are required to submit our existing contractual arrangement to MOFCOM for security review. However, as there is a lack of clear statutory interpretation on the implementation of these circulars and rules, there is no assurance that MOFCOM will have the same view as we do when applying.

***We rely on contractual arrangements with the VIEs in China, and their shareholders, for our business operations, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interests.***

Phoenix New Media limited is not a Chinese operating company but a Cayman Islands holding company with operations primarily conducted by its subsidiaries in China and through contractual arrangements with the VIEs based in China. We rely on and expect to continue to rely on contractual arrangements with the VIEs in China and their respective shareholders to operate our Internet and mobile businesses. These contractual arrangements may not be as effective in providing us with control over the VIEs as ownership of controlling equity interests would be in providing us with control over, or enabling us to derive economic benefits from the operations of, the VIEs. If we had ownership of the VIEs, we would be able to exercise our rights as a shareholder to (i) effect changes in the board of directors of those entities, which in turn could effect changes, subject to any applicable fiduciary obligations, at the management level, and (ii) derive economic benefits from the operations of the VIEs by causing them to declare and pay dividends. However, under the current contractual arrangements, as a legal matter, if any of the VIEs or any of their shareholders fails to perform its, his or her respective obligations under these contractual arrangements, we may have to incur substantial costs and resources to enforce such arrangements, and rely on legal remedies available under PRC laws, including seeking specific performance or injunctive relief, and claiming damages, which we cannot assure you will be effective. For example, if shareholders of an VIE were to refuse to transfer their equity interests in such VIE to us or our designated persons when we exercise the purchase option pursuant to these contractual arrangements, we may have to take a legal action to compel them to fulfill their contractual obligations.

If (i) the applicable PRC authorities invalidate these contractual arrangements for violation of PRC laws, rules and regulations, (ii) any VIE or its shareholders terminate the contractual arrangements or (iii) any VIE or its shareholders fail to perform their obligations under these contractual arrangements, our business operations in China would be adversely and materially affected, and the value of your ADSs would substantially decrease or become worthless. Further, if we fail to renew these contractual arrangements upon their expiration, we would not be able to continue our business operations unless the then current PRC law allows us to directly operate the applicable businesses in China.

In addition, if any affiliate consolidated entity or all or part of its assets become subject to liens or rights of third-party creditors, we may be unable to continue some or all of our business activities, which could materially and adversely affect our business, financial condition and operating results. If any of the VIEs undergoes a voluntary or involuntary liquidation proceeding, its shareholders or unrelated third-party creditors may claim rights to some or all of these assets, thereby hindering our ability to operate our business, which could materially and adversely affect our business, our ability to generate revenue and the market price of your ADSs.

All of these contractual arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in the PRC. The legal environment in the PRC is not as developed as in some other jurisdictions, such as the United States. As a result, uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. In the event we are unable to enforce these contractual arrangements, we may not be able to exert effective control over our operating entities, and our ability to conduct our business may be negatively affected.

***The shareholders of the VIEs may have potential conflicts of interest with us.***

Current PRC laws and regulations place certain restrictions on foreign ownership of companies that engage in Internet and mobile businesses. The shareholders of the VIEs are individuals who are PRC citizens. None of the shareholders of the VIEs are significant shareholders of our company. Therefore, the interests of these individuals as shareholders of the VIEs and the interests of our company may conflict. We cannot assure you that when conflicts of interest arise, any or all of these individuals will act in the best interests of our company or that any conflict of interest will be resolved in our favor. In addition, these individuals may breach or



cause the VIEs that they beneficially own to breach or refuse to renew the existing contractual arrangements, which will have an adverse effect on our ability to effectively control the VIEs and receive economic benefits from them. Currently, we do not have existing arrangements to address potential conflicts of interest between these shareholders and our company. We rely on these shareholders to abide by the laws of the Cayman Islands and China. If we cannot resolve any conflicts of interest or disputes between us and the shareholders of the VIEs, we would have to rely on legal proceedings, the outcome of which is uncertain and which could be disruptive to our business.

***The contractual arrangements with the VIEs may be subject to scrutiny by the PRC tax authorities and may result in a finding that we owe additional taxes or are ineligible for tax exemption, or both, which could substantially increase our taxes owed and thereby reduce our net income.***

Under applicable PRC laws, rules and regulations, arrangements and transactions between related parties may be subject to audits or challenges by the PRC tax authorities. If any of the transactions we have entered into between our wholly-owned subsidiary in China and any of the VIEs and their respective shareholders are determined by the PRC tax authorities not to be on an arm's length basis, or are found to result in an impermissible reduction in taxes under applicable PRC laws, rules and regulations, the PRC tax authorities may adjust the profits and losses of such VIE and assess more taxes on it. In addition, the PRC tax authorities may impose late payment fees and other penalties to such VIE for under-paid taxes. Our net income may be adversely and materially affected if the tax liabilities of any of the VIEs increase or if it is found to be subject to late payment fees or other penalties.

***We rely on dividends and other distributions on equity from our PRC subsidiaries to fund any cash and financing requirements we have, and any limitation on the ability of our PRC subsidiaries to pay dividends to us could have a material adverse effect on our ability to conduct our business.***

We and our non-PRC subsidiaries rely on dividends and other distributions on equity from our PRC subsidiaries, for our cash requirements, including the funds necessary to repay the short-term loans or service any debt we may incur. If our PRC subsidiaries incur debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements Fenghuang On-line and Qieyiyou currently have in place with the respective VIEs in a manner that would materially and adversely affect the ability of Fenghuang On-line and Qieyiyou to pay dividends and other distributions to us. Further, relevant PRC laws, rules and regulations permit payments of dividends by our PRC subsidiaries only out of their retained earnings, if any, determined in accordance with accounting standards and regulations of China. Our PRC subsidiaries must set aside at least 10% of after-tax income each year to reserve funds prior to payment of dividends until the cumulative fund reaches 50% of their respective registered capital. As a result of these PRC laws, rules and regulations, our PRC subsidiaries are restricted from transferring a portion of their net assets to us whether in the form of dividends. As of December 31, 2021, our consolidated accumulated deficit was RMB300.4 million (US\$47.1 million), out of which our PRC subsidiaries' retained earnings were approximately RMB907.3 million (US\$142.4 million). There is no assurance that the PRC government will not intervene or impose restrictions on the company's ability to transfer cash. Any limitation on the ability of our PRC subsidiaries to pay dividends to us and our non-PRC subsidiaries could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends, repay loans or otherwise fund and conduct our business. For more details of the hypothetical taxes that we might be required to pay within mainland China, see "—Taxation on Dividends or Distributions".

***Strengthened scrutiny over acquisition and disposition transactions by the PRC tax authorities may have a negative impact on us or your disposition of our shares or ADS.***

Our operations and transactions are subject to review by the PRC tax authorities pursuant to relevant PRC laws and regulations. However, these laws, regulations and legal requirements change frequently, and their interpretation and enforcement involve uncertainties. For example, on April 30, 2009, the Ministry of Finance and the State Administration of Taxation jointly issued the *Notice on Issues Concerning Process of Enterprise Income Tax in Enterprise Restructuring Business*, or Circular 59. On December 10, 2009, the *State Administration of Taxation issued the Notice on Strengthening the Management on Enterprise Income Tax for Equity Transfers of Non-resident Enterprises*, or Circular 698. Both Circular 59 and Circular 698 became effective retroactively on January 1, 2008. Pursuant to the two circulars, in the event that we dispose of any equity interests in wholly foreign-owned enterprises, whether directly or indirectly, we may be subject to income tax on capital gains generated from disposal of such equity interests. The PRC tax authorities have the discretion under Circular 59 and Circular 698 to make adjustments to taxable capital gains based on the difference between the fair value of the equity interests transferred and the cost of the corresponding investment. If the PRC tax authorities make such an adjustment, our income tax costs will be increased.

By promulgating and implementing the circulars, the PRC tax authorities have strengthened their scrutiny over the direct or indirect transfer by non-resident enterprises of equity interests in PRC resident enterprises. For example, Circular 698 specifies that the PRC State Administration of Taxation is entitled to redefine the nature of an equity transfer where offshore holding vehicles are

interposed for tax-avoidance purposes and without reasonable commercial purpose. On February 3, 2015, the State Administration of Taxation issued the *Notice on Several Issues regarding Enterprise Income Tax for Indirect Property Transfer by Non-resident Enterprises*, or SAT Circular 7, which further specifies the criteria for judging reasonable commercial purpose, and the legal requirements for the voluntary reporting procedures and filing materials in the case of indirect property transfer. SAT Circular 7 has listed several factors to be taken into consideration by tax authorities in determining whether an indirect transfer has a reasonable commercial purpose. However, despite these factors, an indirect transfer satisfying all the following criteria shall be deemed to lack reasonable commercial purpose and be taxable under the PRC laws: (i) 75% or more of the equity value of the intermediary enterprise being transferred is derived directly or indirectly from the PRC taxable properties; (ii) at any time during the one year period before the indirect transfer, 90% or more of the asset value of the intermediary enterprise (excluding cash) is comprised directly or indirectly of investments in the PRC, or 90% or more of its income is derived directly or indirectly from the PRC; (iii) the functions performed and risks assumed by the intermediary enterprise and any of its subsidiaries that directly or indirectly hold the PRC taxable properties are limited and are insufficient to prove their economic substance; and (iv) the foreign tax payable on the gains derived from the indirect transfer of the PRC taxable properties is lower than the potential PRC tax on the direct transfer of such assets. Nevertheless, the indirect transfer falling into the scope of the safe harbor under SAT Circular 7 may not be subject to PRC tax and such safe harbor includes qualified group restructuring, public market trading and tax treaty exemptions. Under SAT Circular 7, the entities or individuals obligated to pay the transfer price to the transferor shall be the withholding agent and shall withhold the PRC tax from the transfer price. If the withholding agent fails to do so, the transferor shall report to and pay the PRC tax to the PRC tax authorities. In case neither the withholding agent nor the transferor complies with the obligations under SAT Circular 7, other than imposing penalties such as late payment interest on the transferors, the tax authority may also hold the withholding agent liable and impose a penalty of 50% to 300% of the unpaid tax on the withholding agent, provided that such penalty imposed on the withholding agent may be reduced or waived if the withholding agent has submitted the relevant materials in connection with the indirect transfer to the PRC tax authorities in accordance with SAT Circular 7.

On October 17, 2017, the SAT released the *Public Notice Regarding Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source*, or SAT Public Notice 37, effective from December 1, 2017. SAT Public Notice 37 replaced a series of important circulars, including but not limited to SAT Circular 698, and revised the rules governing the administration of withholding tax on China-source income derived by non-resident enterprises. SAT Public Notice 37 made certain key changes to the current withholding regime such as (i) the withholding obligation for dividend payment to non-resident enterprises arises on the day the payment is actually made rather than the day of the board resolution to declare the dividends; and (ii) the self-reporting requirements on non-resident enterprises in certain circumstances is removed.

It is not clear to what extent the holders of our shares or ADS may be subject to these requirements. We have conducted and may conduct acquisitions and dispositions involving complex corporate structures, and we may not be able to make timely filings with the PRC tax authorities as required. The PRC tax authorities may, at their discretion, impose or adjust the capital gains on us or the holders of our shares or ADS or request us or the holders of our shares or ADS to submit additional documentation for their review in connection with any relevant acquisition or disposition, and thus cause us or the holders of our shares or ADS to incur additional costs.

#### **Risks Relating to Doing Business in China**

***Adverse changes in political and economic policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could reduce the demand for our services and materially and adversely affect our competitive position.***

Since substantially all of our business operations are conducted in China, our business, financial condition, operating results and prospects are significantly affected by economic, political, social and legal developments in China, and by continued growth in China as a whole. The Chinese economy differs from the economies of most developed countries in many respects, including:

- the degree of government involvement;
- the level of development;
- the growth rate;
- the control of foreign exchange;
- access to financing; and
- the allocation of resources.

Although the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets, and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the government. In addition, the Chinese government

continues to play a significant role in regulating industry development. The Chinese government also exercises significant control over China's economic growth through allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy, restricting the inflow and outflow of foreign capital, regulating financial services and institutions, and providing preferential treatment to particular industries or companies.

While the Chinese economy has grown significantly in the past years, the growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented various measures to encourage or contain economic growth and guide the allocation of resources. Some of these measures benefit the overall Chinese economy, but may also have a negative effect on our operations. For example, our operating results and financial condition may be materially and adversely affected by government control over capital investments or changes in tax regulations that are applicable to us. The PRC government also has significant authority to exert influence on the ability of an issuer with substantial operations in China, such as our company, to conduct its business, control over securities offerings conducted overseas and/or foreign investments in an issuer with substantial operations in China. The PRC government may intervene or influence the operations of an issuer with substantial operations in China, such as our company, at any time, which could result in a material change in our operations and/or the value of our ADSs. In particular, there have been recent statements by the PRC government indicating an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers with substantial operations in China. Any such regulatory oversight or control could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of our securities to significantly decline or become worthless. See “—Uncertainties with respect to the PRC legal system could limit the protections available to you and us.” In addition, in the past the PRC government has implemented certain measures, including increases in interest rates and the reserve requirement ratio of the People's Bank of China, or the PBOC, to control the pace of growth.

Furthermore, there have been ongoing discussions and commentary regarding potential significant changes to the United States trade policies, treaties, tariffs and taxes, including trade policies and tariffs regarding China. These changes have created significant uncertainty about the future relationship between the United States and China. It is uncertain what measures will be adopted by the governments of the United States and China and such measures, or the perception that any of them could occur, may have a material adverse effect on our region, global economic conditions and the stability of global financial markets.

It is unclear whether PRC economic policies will be effective in sustaining stable economic growth in the future. In addition, other economic measures, as well as future actions and policies of the PRC government, could also materially affect our liquidity and access to capital and our ability to operate our business. Substantially all of our assets are located in China and substantially all of our revenues are derived from our operations in China. Accordingly, our business, financial condition, operating results and prospects are subject, to a significant extent, to economic, political and legal developments in China.

***Uncertainties with respect to the PRC legal system could limit the protections available to you and us.***

The PRC legal system is a civil law system based on written statutes. Unlike in the common law system, prior court decisions may be cited for reference but have limited precedential value. Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. We conduct substantially all of our business through our subsidiary and consolidated affiliates and their subsidiaries established in China. However, since the PRC legal system continues to rapidly evolve, rules and regulations in China can change quickly with little advance notice, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit legal protections available to us. For example, we may have to resort to administrative and court proceedings to enforce the legal protection that we enjoy either by law or contract. However, since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of Chinese administrative and court proceedings and the level of legal protection we enjoy in China than in more developed legal systems. These uncertainties may impede our ability to enforce the contracts we have entered into with our employees, business partners, customers and suppliers. In addition, such uncertainties, including the inability to enforce our contracts, could materially and adversely affect our business and operations. Uncertainties due to evolving laws and regulations could also impede the ability of a China-based issuer, such as our company, to obtain or maintain permits or licenses required to conduct business in China. In the absence of required permits or licenses, governmental authorities could impose material sanctions or penalties on us. Furthermore, intellectual property rights and confidentiality protections in China may not be as effective as in the United States or other countries. In addition, if China adopts more stringent standards with respect to environmental protection or corporate social responsibilities, we may incur increased compliance cost or become subject to additional restrictions in our operations. Accordingly, we cannot predict the effect of future developments in the PRC legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. For instance, on March 15, 2019, the National People's Congress promulgated the FIL, which took effect on January 1, 2020, and the government authorities may promulgate other implementation rules subsequently. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Foreign Investment Law.” Substantial uncertainties still exist with respect to the interpretation and implementation of these

new laws. As a result, we may not be aware of how it may impact the viability of our current corporate structure, corporate governance and business operations. These uncertainties could limit the legal protections available to us and other foreign investors. In addition, any litigation in China may be protracted and result in substantial costs and diversion of our resources and management attention.

***Fluctuations in exchange rates of the Renminbi could materially affect our reported operating results.***

The exchange rates between the Renminbi and the U.S. dollar, Euro and other foreign currencies is affected by, among other things, changes in China's political and economic conditions. On July 21, 2005, the PRC government changed its policy of pegging the value of the Renminbi to the U.S. dollar. In 2019, the RMB depreciated approximately 1.3% against the U.S. dollar; in 2020, the RMB appreciated approximately 6.3% against the U.S. dollar; and in 2021, the RMB appreciated approximately 2.3% against the U.S. dollar. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future. It remains unclear what further fluctuations may occur or what impact this will have on our results of operations.

As we may rely on dividends and other fees paid to us by our subsidiary and the VIEs in China, any significant revaluation of the Renminbi may materially and adversely affect our cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. To the extent that we need to convert U.S. dollars we will receive from any offshore financing that we may undertake in the future into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we would receive from the conversion. Conversely, if we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes or commercial reasons, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount available to us. We recorded foreign exchange gain of RMB7.9 million, RMB5.5 million and RMB8.6 million (US\$1.4 million) in 2019, 2020 and 2021, respectively, primarily due to the RMB fluctuation against the U.S. dollar. Our operating results are sensitive to changes in exchange rates of the Renminbi. Future fluctuations that are adverse to us could have a material adverse effect on our results of operation, financial condition or liquidity.

***The ability of U.S. authorities to bring actions for violations of U.S. securities law and regulations against us, our directors, executive officers or the expert named in this annual report may be limited and therefore you may not be afforded the same protection as provided to investors in U.S. domestic companies.***

The SEC, U.S. Department of Justice ("DOJ") and other authorities often have substantial difficulties in bringing and enforcing actions against non-U.S. companies such as us, and non-U.S. persons, such as our directors and executive officers in China. Due to jurisdictional limitations, matters of comity and various other factors, the SEC, DOJ and other U.S. authorities may be limited in their ability to pursue bad actors, including in instances of fraud, in emerging markets such as China. We conduct substantially all of our operations in China and substantially all of our assets are located in China. In addition, a majority of our directors and executive officers reside within China. There are significant legal and other obstacles for U.S. authorities to obtain information needed for investigations or litigation against us or our directors, executive officers or other gatekeepers in case we or any of these individuals engage in fraud or other wrongdoing. In addition, local authorities in China may be constrained in their ability to assist U.S. authorities and overseas investors more generally. As a result, if we have any material disclosure violation or if our directors, executive officers or other gatekeepers commit any fraud or other financial misconduct, the U.S. authorities may not be able to conduct effective investigations or bring and enforce actions against us, our directors, executive officers or other gatekeepers. Therefore, you may not be able to enjoy the same protection provided by various U.S. authorities as it is provided to investors in U.S. domestic companies.

***You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China, based on United States or other foreign laws, against us, our directors, executive officers or the experts named in this annual report and therefore you may not be able to enjoy the protection of such laws in an effective manner.***

We conduct substantially all of our operations in China and substantially all of our assets are located in China. In addition, a majority of our directors and executive officers reside within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon us, our directors and executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Even if you obtain a judgment against us, our directors, executive officers or the expert named in this annual report in a U.S. court or other court outside China, you may not be able to enforce such judgment against us or them in China. China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts in the United States, the United Kingdom, Japan or most other western countries. Therefore, recognition and enforcement in China of judgments of a court in any of these jurisdictions may be difficult or impossible. In addition, you may not be able to bring original actions in China based on the U.S. or other foreign laws against us, our directors, executive officers or the expert named in this annual report either. As a result, shareholder claims that are common in the U.S., including class action securities law and fraud claims, are difficult or impossible to pursue as a matter of law and practicality in China. For example,

in China, there are significant legal and other obstacles to obtaining information needed for shareholder investigations or litigation outside China or otherwise with respect to foreign entities. Although the local authorities in China may establish a regulatory cooperation mechanism with the securities regulatory authorities of another country or region to implement cross-border supervision and administration, such regulatory cooperation with the securities regulatory authorities in the United States have not been efficient in the absence of mutual and practical cooperation mechanism. According to Article 177 of the PRC Securities Law which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigation or evidence collection activities within the territory of the PRC. Accordingly, without the consent of the competent PRC securities regulators and relevant authorities, no organization or individual may provide the documents and materials relating to securities business activities to overseas parties. While detailed interpretation of or implementation rules under Article 177 of the PRC Securities Law is not yet available, the inability for an overseas securities regulator to directly conduct investigation or evidence collection activities within China may further increase difficulties faced by investors in protecting your interests. In addition, on April 2, 2022, CSRC issued the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (Draft for Comments) (the “Draft Confidentiality and Archives Administration Provisions”) for public comment, according to which, overseas securities regulators and competent overseas authorities may request to investigate, including to collect evidence for investigation purpose, or inspect a domestic company that has been listed or offered securities in an overseas market, and such investigation and inspection shall be conducted under a cross-border regulatory cooperation mechanism, and the CSRC and competent PRC authorities will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanisms. As such provisions have not been adopted and it remains unclear whether the formal version to be adopted in the future will have any material changes, it is uncertain how such provisions will be enacted, interpreted or implemented. If an investor is unable to bring a U.S. claim or collect on a U.S. judgment, the investor may have to rely on legal claims and remedies available in China or other overseas jurisdictions where a China-based issuer, such as our company, may maintain assets. The claims and remedies available in these jurisdictions are often significantly different from those available in the United States and difficult to pursue. Therefore, you may not be able to effectively enjoy the protection offered by the U.S. laws and regulations that intend to protect public investors.

***PRC regulation of loans and direct investment by offshore holding companies to PRC entities may delay or prevent us from using the net proceeds from any offshore financing that we may undertake in the future to make loans or additional capital contributions to our PRC subsidiaries and the VIEs.***

As an offshore holding company of our PRC subsidiaries and the VIEs, we may make loans to our PRC subsidiaries and the VIEs, or we may make additional capital contributions to our PRC subsidiaries. Any loans to our subsidiary or the VIEs in China are subject to PRC regulations, registrations and/or approvals. For example, if we provide loans to our PRC subsidiaries, the total amount of such loans may not exceed the statutory limit, i.e., the difference between its total amount of investment and its registered capital, or certain amount calculated based on elements including capital or net assets and the cross-border financing leverage ratio (“Macro-prudential Management Mode”) under relevant PRC laws and the loans must be registered with the local counterpart of the State Administration of Foreign Exchange, or SAFE, and such loans need to be registered with the SAFE or filed with SAFE in its information system. We may also provide loans to the VIEs under the Macro-prudential Management Mode. According to the Circular of the People’s Bank of China and the State Administration of Foreign Exchange on Adjusting the Macro-prudent Adjustment Parameter for Cross-border Financing issued on March 11, 2020, the limit for the total amount of foreign debt under the Macro-prudential Management Mode is increased to two and a half times from two times of their respective net assets. Moreover, any medium or long-term loan to be provided by us to our consolidated affiliated entities or other domestic PRC entities must also be registered with the National Development and Reform Commission or NDRC. We may also determine to finance our PRC subsidiaries by means of capital contributions. These capital contributions shall go through record-filing procedures from competent administration for market regulation. Because the VIEs are domestic PRC enterprises, we are not likely to finance their activities by means of capital contributions due to regulatory issues relating to foreign investment in domestic PRC enterprises, as well as the licensing and other regulatory issues.

In addition, on March 30, 2015, SAFE issued the *Circular on the Management Concerning the Reform of the Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises*, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, up to 100% of foreign currency capital of foreign-invested enterprise may be converted into RMB capital according to the actual operation of the enterprise within the business scope at its will and the RMB capital converted from foreign currency registered capital of a foreign-invested enterprise may be used for equity investments within the PRC provided that such usage shall fall into the scope of business of the foreign-invested enterprise, which will be regarded as the reinvestment of foreign-invested enterprise. SAFE promulgated the *Circular Regarding Further Promotion of the Facilitation of Cross-Border Trade and Investment* on October 23, 2019, or SAFE Circular 28, pursuant to which all foreign-invested enterprises can make equity investments in the PRC with their capital funds in accordance with the law. As the SAFE Circular 28 is new and the relevant government authorities have broad discretion in interpreting the regulation, it is unclear whether SAFE will permit such capital funds to be used for equity investments in the PRC in actual practice.

In light of the various requirements imposed by PRC regulations on loans to, and direct investment in, PRC entities by offshore holding companies, we cannot assure you that we can obtain the required government registrations or record-filings on a timely basis, if at all, with respect to future loans or capital contributions by us to our PRC subsidiaries or any of the VIEs. If we fail to

receive such registrations or record-filings, our ability to fund our operations in China would be negatively affected which would adversely and materially affect our liquidity and our ability to expand our business.

***If the PRC government finds that our PRC beneficial owners are subject to the SAFE registration requirement under SAFE Circular 37 and the relevant implementing rules and our PRC beneficial owners fail to comply with such registration requirements, such PRC beneficial owners may be subject to personal liability, our ability to acquire PRC companies or to inject capital into our PRC subsidiaries may be limited, our PRC subsidiaries' ability to distribute profits to us may be limited, or our business may be otherwise materially and adversely affected.***

On July 4, 2014, SAFE issued the *Circular on Several Issues Concerning Foreign Exchange Administration of Domestic Residents Engaging in Overseas Investment, Financing and Round-Trip Investment via Special Purpose Vehicles*, or SAFE Circular 37, which became effective on the same date. SAFE Circular 37 and its detailed guidelines require PRC residents to register with the local branch of SAFE before contributing their legally owned onshore or offshore assets or equity interests into any special purpose vehicle, or SPV, directly established, or indirectly controlled, by them for the purpose of investment or financing; SAFE Circular 37 further requires that when there is (i) any change to the basic information of the SPV, such as any change relating to its individual PRC resident shareholders, name or operation period; or (ii) any material change, such as increase or decrease in the share capital held by its individual PRC resident shareholders, a share transfer or exchange of the shares in the SPV, or a merger or split of the SPV, the PRC resident must register such changes with the local branch of SAFE on a timely basis. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Foreign Exchange Registration of Offshore Investment by PRC Residents.”

Based on the opinion of our PRC counsel, Zhong Lun Law Firm, we understand that the aforesaid registration requirement under SAFE Circular 37 and the relevant implementing rules do not apply to our PRC subsidiaries or our PRC resident beneficial owners due to the following reasons: (i) our company was incorporated and controlled by Phoenix TV, a Hong Kong listed company, rather than any PRC residents defined under SAFE Circular 37; (ii) none of the former or current shareholders of the VIEs in China established or acquired interest in our company by injecting the assets of, or equity interests in, the VIEs; and (iii) before the public listing of our ADSs, all of our PRC resident beneficial owners obtained interest in our company through exercise of options granted to them under our employee share option plan. However, we cannot assure you that the PRC government would hold the same opinion as us, and the relevant government authorities have broad discretion in interpreting these rules and regulations. If SAFE or any of its local branches requires our PRC resident beneficial owners to register their interest in our company pursuant to SAFE Circular 37 and the related implementing rules, we will request our PRC resident beneficial owners to make the necessary registration, filings and amendments as required. However, we cannot provide any assurances that these PRC resident beneficial owners will apply for and complete any applicable registrations, filing and amendments. The failure or inability of such PRC resident beneficial owners to do so may subject our PRC subsidiaries to fines or legal sanctions, restrictions on our cross-border investment activities or our PRC subsidiaries' ability to distribute dividends to, or obtain foreign-exchange-dominated loans from, our company, or prevent us from making distributions or paying dividends. As a result, our business operations and our ability to make distributions to you could be materially and adversely affected.

***Failure to comply with PRC regulations regarding the registration requirements for stock incentive plans may subject the plan participants or us to fines and other legal or administrative sanctions.***

Under the applicable PRC regulations, “domestic individuals” (including both PRC residents and non-PRC residents who reside in the PRC for a continuous period of not less than one year, excluding the foreign diplomatic personnel and representatives of international organizations) who participate in employee stock plans or stock option plans of an overseas publicly-listed company are required to register with SAFE and complete certain other procedures. If a domestic individual participates in any stock incentive plan of an overseas listed company, a qualified PRC domestic agent, which can be the PRC subsidiaries of such overseas listed company, shall, among other things, file, on behalf of such individual, an application with SAFE to conduct the SAFE registration with respect to such stock incentive plan, and obtain approval for an annual allowance with respect to the foreign exchange conversion in connection with the stock purchase or stock option exercise. Such PRC individuals' foreign exchange income received from the sale of stocks and dividends distributed by the overseas listed company and any other income shall be fully remitted into a collective foreign currency account in the PRC opened and managed by the PRC domestic agent before distribution to such individuals. See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—SAFE Regulation of Stock Incentive Plan.” We and our employees who are “domestic individuals” participating in stock incentive plans are subject to these regulations. Our share incentive plans had been registered with SAFE when we became a public company listed on the New York Stock Exchange. We cannot assure you, however, that we will be able to complete relevant registration for new employees who participate in our share incentive plans in the future, in a timely manner or at all. If we or such employees fail to comply with these regulations, we or such employees may be subject to fines and other legal or administrative sanctions.

***The approval, filing or other requirements of the CSRC, CAC or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas. Our failure to obtain these approvals, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs.***

According to the 2006 M&A Rules, an offshore special purpose vehicle, or SPV, refers to an overseas company controlled directly or indirectly by domestic companies or individuals for purposes of overseas listing of equity interests in domestic companies (defined as enterprises in the PRC other than foreign invested enterprises). If an SPV purchases, for the purpose of overseas listing and by means of paying consideration in shares of such SPV, domestic interests held by PRC domestic companies or individuals controlling such SPV, then the overseas listing by the SPV must obtain the approval of the CSRC. However, the applicability of the 2006 M&A Rules with respect to CSRC approval is unclear. The CSRC currently has not issued any definitive rule concerning whether offerings like the offering contemplated by our company are subject to the 2006 M&A Rules and related clarifications.

Our PRC counsel, Zhong Lun Law Firm, has advised us that the 2006 M&A Rules do not require that we obtain prior CSRC approval for the listing and trading of our ADSs on the New York Stock Exchange, given that:

- the CSRC approval requirement applies to SPVs that acquired equity interests in PRC companies through share exchanges and seek overseas listing;
- Fenghuang On-line and Qieyiyou were incorporated indirectly by Phoenix TV, a Hong Kong-listed company, rather than an SPV as defined under the 2006 M&A Rules; and
- Fenghuang On-line and Qieyiyou were incorporated as a wholly foreign-owned enterprise by means of direct investment rather than by merger or acquisition by our company of the equity interests or assets of any “domestic company” as defined under the 2006 M&A Rules, and no provision in the 2006 M&A Rules classifies the contractual arrangements between Fenghuang On-line and Qieyiyou and each of the VIEs as a type of acquisition transaction falling under the 2006 M&A Rules.

Our PRC counsel has further advised us that there are uncertainties regarding the interpretation and application of relevant PRC laws, regulations and rules. If the CSRC subsequently determines that its prior approval is required, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on our operations, limit our operating privileges, delay or restrict sending the proceeds from our initial public offering into China, or take other actions that could have a material adverse effect on our business, financial condition, operating results, reputation and prospects, which in turn could cause the value of our ADSs to significantly decline or become worthless.

Furthermore, the *Opinions on Strictly Cracking Down on Illegal Securities Activities* issued on July 6, 2021 emphasized the need to strengthen the administration over “illegal securities activities” and the supervision on overseas listings by China-based companies, and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies, although such opinions did not specify the definition of “illegal securities activities.” Such opinions further provided that the special provisions of the State Council on overseas offerings and listings by those companies limited by shares will be revised and therefore the duties of domestic industry competent authorities and regulatory agencies will be clarified. Subsequently, CAC issued the Draft Data Securities Regulations and CAC, NDRC, MIIT and other ten PRC regulatory authorities jointly issued the Cybersecurity Review Measures which further strengthened the cybersecurity review measures. For more details, please see “Risks Relating to Our Business and Industry—We are subject to a variety of laws and other obligations regarding data security and personal information protection in China, and our failure to comply with any of them could result in proceedings against us by governmental entities or others and harm our public image and reputation, which could have a material adverse effect on our business, results of operations and financial condition.”

In addition, on December 24, 2021, CSRC issued the draft *Administrative Provisions of the State Council on Overseas Issuance and Listing of Securities by Domestic Enterprises* (the “Draft Administrative Provisions”) and the draft *Administrative Measures for the Record-Filings of Overseas Issuance and Listing of Securities by Domestic Enterprises* (the “Draft Filing Measures”) for public comment. The Draft Administrative Provisions clarify the responsibilities of the CSRC to supervise the activities of “overseas issuance and listing of securities by domestic enterprises” and that overseas issuance and listing of domestic enterprises shall be subject to filing procedures with the CSRC, as well as regulatory requirements for the overseas issuance and listing of domestic enterprises. The Draft Filing Measures, as a supporting rule to the Draft Administrative Provisions, detail the main procedures of record-filing management of domestic enterprises’ overseas issuance and listing. Pursuant to the Draft Administrative Provisions, domestic enterprises seeking overseas listing or issuance of securities directly or indirectly will be required to both go through filing procedures and report relevant information to the securities regulatory authority under the State Council. A “direct” issuance and listing of securities by a domestic enterprise refers to the overseas issuance of securities or overseas securities listing for trading by a company limited by shares incorporated in the PRC. An “indirect” issuance and listing of securities by a domestic enterprise refers to, enterprises whose main business activities are in the PRC in the name of overseas enterprises issuing securities

overseas or listing overseas based on the equity, assets, income or other similar rights and interests of domestic enterprises. Domestic enterprises seeking an overseas listing or issuance of securities are also required to operate in compliance with laws and regulations on foreign investment, state-owned asset management, industry supervision, and overseas investment. On April 2, 2022, CSRC issued the Draft Confidentiality and Archives Administration Provisions for public comment, according to which, a domestic company that seeks to offer and list its securities in an overseas market shall strictly abide by applicable PRC laws and regulations, enhance legal awareness of keeping state secrets and strengthening archives administration, institute a sound confidentiality and archives administration system, and take necessary measures to fulfill confidentiality and archives administration obligations. As such Draft Administrative Provisions, the Draft Filing Measures and the Draft Confidentiality and Archives Administration Provisions have not been adopted and it remains unclear whether the formal version to be adopted in the future will have any further material changes, it is uncertain how such measures and provisions will be enacted, interpreted or implemented and how they will affect us.

If the CSRC, CAC or other relevant PRC regulatory agencies subsequently determine that approval is required for any of our future offerings of securities overseas or to maintain the listing status of our ADSs, we cannot guarantee that we will be able to obtain such approval in a timely manner, or at all. The CSRC, CAC or other PRC regulatory agencies also may take actions requiring us, or making it advisable for us, not to proceed with such offering or maintain the listing status of our ADSs. If we proceed with any of such offering or maintain the listing status of our ADSs without obtaining the CSRC's or other relevant PRC regulatory agencies' approval to the extent it is required, or if we are unable to comply with any new approval requirements which might be adopted for offerings that we have completed prior to the publication of the above-referenced opinions, we may face regulatory actions or other sanctions from the CSRC, CAC or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on our operations in China, limit our ability to pay dividends outside of China, limit our operating privileges in China, delay or restrict the repatriation of the proceeds from offering of securities overseas into China or take other actions that could have a material adverse effect on our business, financial condition, results of operations and prospects, which in turn could cause the value of our ADSs to significantly decline or become worthless.

Furthermore, if there are any other approvals, filings and/or other administration procedures to be obtained from or completed with the CSRC, CAC or other PRC regulatory agencies as required by any new laws and regulations for any of our future proposed offering of securities overseas or the listing of the ADSs, we cannot assure you that we can obtain the required approval or complete the required filings or other regulatory procedures in a timely manner, or at all. Any failure to obtain the relevant approvals or complete the filings and other relevant regulatory procedures may subject us to regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies, which may have a material adverse effect on our business, financial condition or results of operations. Uncertainties and/or negative publicity regarding these PRC regulations could have a material adverse effect on the trading price of our ADSs.

***The approval of MOFCOM may be required in connection with the establishment of our contractual arrangements with the VIEs. Our failure to obtain this approval, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs.***

The 2006 M&A Rules also provide that approval by MOFCOM is required prior to a foreign company acquiring a PRC domestic company where the foreign company and the domestic company have the same de facto controlling person(s) that are PRC domestic individual(s) or enterprise(s). The applicability of the 2006 M&A Rules with respect to MOFCOM's approval is unclear.

Our PRC legal counsel has advised us that an approval from MOFCOM is not required under 2006 M&A Rules for our contractual arrangements among Fenghuang On-line, Qieyiyou and each of the VIEs, based on their understanding of the current PRC laws, rules and regulations, given that Fenghuang On-line was incorporated as a wholly foreign-owned enterprise by means of direct investment rather than by merger or acquisition by our company of the equity interests or assets of any "domestic company" as defined under the 2006 M&A Rules, and no provision in the 2006 M&A Rules classifies the contractual arrangements between Fenghuang On-line, Qieyiyou and each of the respective VIEs as a type of acquisition transaction falling under the 2006 M&A Rules.

However, if MOFCOM subsequently determines that its prior approval was required for our contractual arrangements with the VIEs, we may face regulatory actions or other sanctions from MOFCOM or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on us and the VIEs, which require us to restructure our ownership structure or operations, limit our operations, delay or restrict sending the net proceeds from our initial public offering into China, or take other actions. These regulatory actions could have a material adverse effect on our business, financial condition, operating results, reputation and prospects, which in turn could cause the value of our ADSs to significantly decline or become worthless.

***Governmental control of currency conversion may affect the value of your investment.***

The PRC government imposes controls on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. We receive substantially all of our revenues in Renminbi. Under our current corporate structure, our income is primarily derived from dividend payments from our PRC subsidiaries. Shortages in the availability of foreign currency



may restrict the ability of our PRC subsidiaries to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency-denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade related transactions, can be made in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, approval from the SAFE or its local branch is required where Renminbi is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs.

***Dividends we receive from our PRC subsidiaries located in the PRC may be subject to PRC withholding tax.***

The CIT Law provides that a maximum income tax rate of 20% may be applicable to dividends payable to non-PRC investors that are “non-resident enterprises”, to the extent such dividends are derived from sources within the PRC, and the State Council of the PRC has reduced such rate to 10% through the implementation regulations. We are a Cayman Islands holding company and substantially all of our income may be derived from dividends we receive from our subsidiary located in the PRC. Thus, dividends from our subsidiary in China may be subject to the 10% income tax if we are considered as a “non-resident enterprise” under the CIT Law. If we are required under the CIT Law to pay income tax for any dividends we receive from our subsidiary in China, it would materially and adversely affect the amount of dividends, if any, we may pay to our shareholders and ADS holders.

***We may be deemed a PRC resident enterprise under the CIT Law and be subject to the PRC taxation on our worldwide income.***

The CIT Law also provides that enterprises established outside of China whose “de facto management bodies” are located in China are considered “resident enterprises” and are generally subject to the uniform 25% enterprise income tax rate as to their worldwide income. Under the implementation regulations for the CIT Law issued by the PRC State Council, “de facto management body” is defined as a body that has material and overall management and control over the manufacturing and business operations, personnel and human resources, finances and treasury, and acquisition and disposal of properties and other assets of an enterprise. Although substantially all of our PRC operational entities’ management is currently based in the PRC, it is unclear whether PRC tax authorities would treat us as a PRC resident enterprise. Despite the present uncertainties as a result of limited guidance from PRC tax authorities on the issue, we do not believe that our legal entities organized outside of the PRC should be treated as residents under the CIT Law. If we are treated as a resident enterprise for PRC tax purposes, we will be subject to PRC tax on our worldwide income at the 25% uniform tax rate, which could have an impact on our effective tax rate and an adverse effect on our net income and operating results.

***Dividends payable by us to our foreign investors and gain on the sale of our ADSs or ordinary shares may become subject to taxes under PRC tax laws.***

Under the CIT Law and implementation regulations issued by the State Council, PRC withholding tax at the rate of 10% is applicable to dividends payable to investors that are “non-resident enterprises”, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of ADSs or shares by such investors is also subject to 10% PRC income tax if such gain is regarded as income derived from sources within the PRC. The implementation regulations of the CIT Law set forth that, (i) if the enterprise that distributes dividends is domiciled in the PRC, or (ii) if gains are realized from transferring equity interests of enterprises domiciled in the PRC, then such dividends or capital gains are treated as China-sourced income. It is not clear how “domicile” may be interpreted under the CIT Law, and it may be interpreted as the jurisdiction where the enterprise is a tax resident. Therefore, if we are considered a PRC tax resident enterprise for tax purposes, the dividends we pay to our non-PRC enterprise investors with respect to our ordinary shares or ADSs, or the gain our non-PRC enterprise investors may realize from the transfer of our ordinary shares or ADSs, may be treated as income derived from sources within the PRC and be subject to PRC withholding tax. In addition, it is unclear whether our non-PRC individual investors would be subject to any PRC tax in the event we are deemed a “PRC resident enterprise”. If any PRC tax were to apply to such dividends or gains of non-PRC individual investors, it would generally apply at a tax rate of 20%. Furthermore, it is unclear in these circumstances whether holders of our ordinary shares or ADSs would be able to claim the benefit of income tax treaties entered into between China and other countries or regions. If we are required under the PRC law to withhold PRC income tax on dividends payable to our non-PRC investors, or if you are required to pay PRC income tax on the transfer of our ordinary shares or ADSs, the value of your investment in our ordinary shares or ADSs may be materially and adversely affected.

***We may be required to register our operating offices not located at our residence addresses as branch companies under PRC law.***

Under PRC law, a company setting up premises outside its resident address for business operations must register such operating offices with the relevant local industry and commerce bureau at the place where such premises are located as branch companies and shall obtain business licenses for such branches. The VIEs and their respective subsidiaries have operations at locations other than their respective resident addresses. If the PRC regulatory authorities determine that we are in violation of relevant laws and regulations, we may be subject to relevant penalties, including fines, confiscation of income, and suspension of operation. If we are subject to these penalties, our business, operating results, financial condition and prospects could be materially and adversely affected.

***We could be adversely affected by political tensions between the United States and China.***

Political tensions between the United States and China have escalated in recent years due to, among other things, the trade war between the two countries since 2018, the COVID-19 outbreak, the PRC National People's Congress' passage of Hong Kong national security legislation, the imposition of U.S. sanctions on certain Chinese officials from China's central government and the Hong Kong Special Administrative Region by the U.S. government, and the imposition of sanctions on certain individuals from the U.S. by the Chinese government, various executive orders issued by former U.S. President Donald J. Trump such as the one issued in August 2020 that prohibits certain transactions with ByteDance Ltd., Tencent Holdings Ltd. and the respective subsidiaries of such companies, the executive order issued in November 2020 that prohibits U.S. persons from transacting publicly traded securities of certain "Communist Chinese military companies" named in such executive order, as well as the executive order issued in January 2021 that prohibits such transactions as are identified by the U.S. Secretary of Commerce with certain "Chinese connected software applications", including Alipay and WeChat Pay, as well as the Rules on Counteracting Unjustified Extra-territorial Application of Foreign Legislation and Other Measures promulgated by China's Ministry of Commerce, or MOFCOM, on January 9, 2021 which will apply to Chinese individuals or entities that are purportedly barred by a foreign country's law from dealing with nationals or entities of a third country. Rising political tensions between China and the U.S. could reduce levels of trades, investments, technological exchanges and other economic activities between the two major economies, which would have a material adverse effect on global economic conditions and the stability of global financial markets. The measures taken by the U.S. and Chinese governments may have the effect of restricting our ability to transact or otherwise do business with entities within or outside of China and may cause investors to lose confidence in Chinese companies and counterparties, including us. If we were unable to conduct our business as it is currently conducted as a result of such regulatory changes, our business, results of operations and financial condition would be materially and adversely affected.

Furthermore, there have been recent media reports on deliberations within the U.S. government regarding potentially limiting or restricting China-based companies from accessing U.S. capital markets, and delisting China-based companies from U.S. national securities exchanges. In January 2021, after reversing its own delisting decision, the NYSE ultimately resolved to delist China Mobile, China Unicom and China Telecom in compliance with the executive order issued in November 2020, after receiving additional guidance from the U.S. Department of Treasury and its Office of Foreign Assets Control. These delistings have introduced greater confusion and uncertainty about the status and prospects of Chinese companies listed on the U.S. stock exchanges. If any further such deliberations were to materialize, the resulting legislation may have a material and adverse impact on the stock performance of China-based issuers listed in the United States such as us, and we cannot assure you that we will always be able to maintain the listing of our ADSs on a national stock exchange in the U.S. such as the NYSE or the Nasdaq Stock Market or that you will always be allowed to trade our shares or ADSs.

***The audit report included in this annual report is prepared by an auditor who is not inspected by the U.S. Public Company Accounting Oversight Board and, as such, our investors are deprived of the benefits of such inspection.***

Our auditor, the independent registered public accounting firm that issues the audit report included elsewhere in this annual report, as an auditor of companies that are traded publicly in the U.S. and a firm registered with the U.S. Public Company Accounting Oversight Board, or the PCAOB, is required by the laws of the U.S. to undergo regular inspections by the PCAOB to assess its compliance with the laws of the U.S. and professional standards. According to Article 177 of the PRC Securities Law which became effective in March 2020, no overseas securities regulator is allowed to directly conduct investigation or evidence collection activities within the territory of the PRC. Accordingly, without the consent of the competent PRC securities regulators and relevant authorities, no organization or individual may provide the documents and materials relating to securities business activities to overseas parties. Because our auditor is located in the People's Republic of China, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the Chinese authorities, our auditor is not currently inspected by the PCAOB. As a result, we and investors in our ADSs are deprived of the benefits of such PCAOB inspections. In addition, on April 2, 2022, CSRC issued the Draft Confidentiality and Archives Administration Provisions for public comment, according to which, overseas securities regulators and competent overseas authorities may request to investigate, including to collect evidence for investigation purpose, or inspect a

domestic company that has been listed or offered securities in an overseas market, and such investigation and inspection shall be conducted under a cross-border regulatory cooperation mechanism, and the CSRC and competent PRC authorities will provide necessary assistance pursuant to bilateral and multilateral cooperation mechanisms. As such provisions have not been adopted and it remains unclear whether the formal version to be adopted in the future will have any material changes, it is uncertain how such provisions will be enacted, interpreted or implemented.

On May 24, 2013, PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the CSRC and the Ministry of Finance, which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations in the United States and China. PCAOB continues to be in discussions with the CSRC and the Ministry of Finance to permit joint inspections in the PRC of audit firms that are registered with PCAOB and audit Chinese companies that trade on U.S. exchanges. On December 7, 2018, the SEC and the PCAOB issued a joint statement highlighting continued challenges faced by the U.S. regulators in their oversight of financial statement audits of U.S.-listed companies with significant operations in China. The joint statement reflects the U.S. regulators' heightened interest in this issue. In a statement issued on December 9, 2019, the SEC reiterated concerns over the inability of the PCAOB to conduct inspections of the audit firm work papers with respect to U.S.-listed companies that have operations in China, and emphasized the importance of audit quality in emerging markets, such as China. On April 21, 2020, the SEC and the PCAOB issued a new joint statement, reminding the investors that in investing in companies that are based in or have substantial operations in many emerging markets, including China, there is substantially greater risk that disclosures will be incomplete or misleading, and there is also a greater risk of fraud. In the event of investor harm, there is substantially less ability to bring and enforce SEC, DOJ and other U.S. regulatory actions, in comparison to U.S. domestic companies, and the joint statement reinforced past SEC and PCAOB statements on matters including the difficulty to inspect audit work papers in China and its potential harm to investors.

Inspections of other firms that the PCAOB has conducted outside China have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections, which could cause investors and potential investors in our ADSs to lose confidence in our reported financial information and procedures and the quality of our consolidated financial statements.

***Our ADSs will be prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCA Act, in 2024 if the PCAOB is unable to inspect or fully investigate auditors located in China, or 2023 if proposed changes to the law are enacted. The delisting of our ADSs, or the threat of their being delisted, may materially and adversely affect the value of your investment.***

The Holding Foreign Companies Accountable Act, or the HFCA Act, was signed into law on December 18, 2020. The HFCA Act states that if the SEC determines that we are an issuer that has filed audit reports issued by a registered public accounting firm that has not been subject to inspection for the PCAOB, or a covered issuer, for three consecutive years beginning in 2021, the SEC shall prohibit our shares or ADSs from being traded on a national securities exchange or in the over-the-counter trading market in the United States.

The SEC and the PCAOB have adopted new rules to implement the HFCA Act. Specifically, on November 5, 2021, the SEC announced the approval of the PCAOB's new rule related to the PCAOB's responsibilities under the HFCA Act, which provides a framework for the PCAOB to use when determining, as contemplated under the HFCA Act, whether it is unable to inspect or investigate completely registered public accounting firms located in a foreign jurisdiction because of a position taken by one or more authorities in that jurisdiction. On December 2, 2021, the SEC announced the adoption of final amendments to implement the submission and disclosure requirement of the HFCA Act following its interim final amendments announced in March 2021. The adopting release establishes the SEC's procedures for identifying covered issuers and for prohibiting the trading of covered issuers' securities. The SEC will identify covered issuers as early as possible after companies file their annual reports for fiscal years beginning after December 18, 2020 and on a rolling basis, and will impose a trading prohibition on an issuer after it is identified as a covered issuer for three consecutive years. The final amendments also include requirements to disclose information, including the auditor name and location, the percentage of shares of the issuer owned by governmental entities, whether governmental entities in the applicable foreign jurisdiction with respect to the auditor has a controlling financial interest with respect to the issuer, the name of each official of the Chinese Communist Party who is a member of the board of the issuer, and whether the articles of incorporation of the issuer contains any charter of the Chinese Communist Party. Furthermore, pursuant to the HFCA Act, the PCAOB issued a report on December 16, 2021 notifying the SEC of its determination that it is unable to inspect or investigate completely registered public accounting firms headquartered in mainland China or Hong Kong. The PCAOB identified our auditor as one of the registered public accounting firms that the PCAOB is unable to inspect or investigate completely. In March 2022, the SEC issued its first "conclusive list of issuers identified under the HFCA Act" indicating that those companies are now formally subject to the delisting provisions if

they remain on the list for three consecutive years, and the SEC has subsequently updated such lists, and the SEC has subsequently updated such list. We anticipate being added to the list shortly after the filing of this annual report on Form 20-F.

Enactment of the HFCA Act and other efforts to increase the U.S. regulatory access to audit information could cause investor uncertainty as to China-based issuers' ability to maintain their listings on the U.S. national securities exchanges, including us, and the market price of the Class A ordinary shares and/or ADSs could be adversely affected. We cannot assure you that we will not be identified by the SEC as an issuer whose audit report is prepared by auditors that the PCAOB is unable to inspect or investigate. We cannot assure you that, once we have a "non-inspection" year, we will be able to take remedial measures in a timely manner. Whether the PCAOB will be able to conduct inspections of our auditor before the issuance of our financial statements on Form 20-F for the year ending December 31, 2023, which is due by April 30, 2024, or at all, is subject to substantial uncertainty and depends on a number of factors out of our and our auditor's control. If our auditor is unable to be inspected and we are unable to meet the PCAOB inspection requirement in time, we could be delisted from the NYSE and our ADSs will not be permitted for trading "over-the-counter" either. If our shares and ADSs are prohibited from trading in the United States, there is no certainty that we will be able to list on a non-U.S. exchange or that a market for our shares will develop outside of the United States. Such a prohibition would substantially impair your ability to sell or purchase our ADSs when you wish to do so, and the risk and uncertainty associated with delisting would have a negative impact on the price of our ADSs. Also, such a prohibition would significantly affect our ability to raise capital on terms acceptable to us, or at all, which would have a material adverse impact on our business, financial condition, and prospects.

On June 22, 2021, the U.S. Senate passed a bill which would reduce the number of consecutive non-inspection years required for triggering the prohibitions under the HFCA Act from three years to two. On February 4, 2022, the U.S. House of Representatives passed a bill which contained, among other things, an identical provision. If this provision is enacted into law and the number of consecutive non-inspection years required for triggering the prohibitions under the HFCA Act is reduced from three years to two, then our shares and ADSs could be prohibited from trading in the United States in 2023.

***Proceedings instituted by the SEC against certain PRC-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act.***

In December 2012, the SEC instituted administrative proceedings against the Big Four PRC-based accounting firms, including our independent registered public accounting firm, alleging that these firms had violated U.S. securities laws and the SEC's rules and regulations thereunder by failing to provide to the SEC the firms' audit work papers with respect to certain PRC-based companies that are publicly traded in the United States.

On January 22, 2014, the administrative law judge, or the ALJ, presiding over the matter rendered an initial decision that each of the firms had violated the SEC's rules of practice by failing to produce audit papers and other documents to the SEC. The initial decision censured each of the firms and barred them from practicing before the SEC for a period of six months.

On February 6, 2015, the four China-based accounting firms each agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC and audit U.S.-listed companies. The settlement required the firms to follow detailed procedures and to seek to provide the SEC with access to Chinese firms' audit documents via the CSRC. Under the terms of the settlement, the underlying proceeding against the four China-based accounting firms was deemed dismissed with prejudice four years after entry of the settlement. The four-year mark occurred on February 6, 2019. While we cannot predict if the SEC will further challenge the four China-based accounting firms' compliance with U.S. law in connection with U.S. regulatory requests for audit work papers or if the results of such a challenge would result in the SEC imposing penalties such as suspensions, if the accounting firms are subject to additional remedial measures, our ability to file our financial statements in compliance with SEC requirements could be impacted. A determination that we have not timely filed financial statements in compliance with the SEC requirements could ultimately lead to the delisting of our ADSs from the New York Stock Exchange or the termination of the registration of our ADSs and Class A ordinary shares under the Securities Exchange Act of 1934, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

***Uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.***

On March 15, 2019, the National People's Congress promulgated the Foreign Investment Law or the FIL, which took effect on January 1, 2020, and replaced the existing laws regulating foreign investment in China, namely, the PRC Equity Joint Venture Law, the PRC Cooperative Joint Venture Law and the Wholly Foreign-owned Enterprise Law, or Old FIE Laws, together with their implementation rules and ancillary regulations. See "Item 4. Information on the Company—B. Business Overview—Regulation—Regulation on Foreign Investment." Meanwhile, the *Implementation Rules to the Foreign Investment Law* came into effect as of

January 1, 2020, which clarified and elaborated the relevant provisions of the Foreign Investment Law. However, uncertainties still exist in relation to interpretation and implementation of the FIL, especially in regard to, including, among other things, the nature of variable interest entities contractual arrangements and specific rules regulating the organization form of foreign-invested enterprises within the five-year transition period. While FIL does not define contractual arrangements as a form of foreign investment explicitly, however, it has a catch-all provision under definition of “foreign investment” that includes investments made by foreign investors in the PRC through other means as provided by laws, administrative regulations or the State Council, we cannot assure you that future laws and regulations will not provide for contractual arrangements as a form of foreign investment. Therefore, there can be no assurance that our control over the VIEs through contractual arrangements will not be deemed as foreign investment in the future. In the event that any possible implementing regulations of the FIL, any other future laws, administrative regulations or provisions deem contractual arrangements as a way of foreign investment, or if any of our operations through contractual arrangements is classified in the “restricted” or “prohibited” industry in the future “negative list” under the FIL, our contractual arrangements may be deemed as invalid and illegal, and we may be required to unwind the variable interest entity contractual arrangements and/or dispose of any affected business. Also, if future laws, administrative regulations or provisions mandate further actions to be taken with respect to existing contractual arrangements, we may face substantial uncertainties as to whether we can complete such actions in a timely manner, or at all. Furthermore, under the FIL, foreign investors or the foreign investment enterprise should be imposed legal liabilities for failing to report investment information in accordance with the requirements. In addition, the FIL provides that foreign invested enterprises established according to the existing laws regulating foreign investment may maintain their structure and corporate governance within a five-year transition period, which means that we may be required to adjust the structure and corporate governance of certain of our PRC subsidiaries in such transition period. Failure to take timely and appropriate measures to cope with any of these or similar regulatory compliance challenges could materially and adversely affect our current corporate structure, corporate governance and business operations, which could cause the value of our ADSs to significantly decline or become worthless.

## **Risks Relating to Our ADSs**

***The market price for our ADSs may be volatile which could result in a loss to you.***

The market price for our ADSs is likely to be highly volatile and subject to wide fluctuations in response to factors, including the following:

- announcements by us or our competitors or other internet companies of competitive developments;
- changes in the market valuations or the operating performance of other internet companies;
- regulatory developments in China affecting us, our clients or our competitors;
- announcements regarding litigation or administrative proceedings involving us;
- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- addition or departure of our executive officers;
- public perception or negative news about our products or services;
- release or expiry of lock-up or other transfer restrictions on our outstanding ordinary shares or ADSs;
- sales or perceived sales of additional ordinary shares or ADSs; and
- fluctuations of exchange rates between RMB and the U.S. dollar. In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also have a material adverse effect on the market price of our ADSs.

***Substantial future sales or perceived sales of our ADSs in the public market could cause the price of our ADSs to decline.***

Sales of our ADSs or ordinary shares in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. As of March 31, 2022, we had 582,324,325 ordinary shares outstanding, including 317,325,360 Class B ordinary shares and 264,998,965 Class A ordinary shares part of which are represented by 32,692,364 ADSs. All ADSs sold in our initial public offering are freely transferable without restriction or additional registration under the Securities Act of 1933, as

amended, or the Securities Act. The remaining ordinary shares outstanding are available for sale upon the expiration of any relevant lock-up periods, subject to volume and other restrictions that may be applicable under Rule 144 and Rule 701 under the Securities Act. In addition, ordinary shares that certain option holders will receive when they exercise their share options will not be available for sale until the expiration of any relevant lock-up periods, subject to volume and other restrictions that may be applicable under Rule 144 and Rule 701 under the Securities Act. We cannot predict what effect, if any, market sales of securities held by our significant shareholders or any other shareholder or the availability of these securities for future sale will have on the market price of our ADSs.

***We have fallen below the continued listing requirements of the New York Stock Exchange, and if we cannot regain compliance in time, our ADSs may be delisted and the liquidity and the trading price of our ADSs could be materially and adversely affected.***

We were notified by the NYSE on January 5, 2022, of our company's non-compliance with the continued listing standard because, as of January 4, 2022, the average closing price of our ADSs was less than US\$1.00 per ADS over a consecutive 30 trading-day period. Pursuant to Section 802.01C of the NYSE's Listed Company Manual, our company has six months, or the Cure Period, following receipt of the notice to regain compliance with the minimum share price requirement. We can regain compliance at any time during the Cure Period if on the last trading day of any calendar month during the Cure Period we have a closing share price of at least US\$1.00 and an average closing share price of at least US\$1.00 over the 30 trading-day period ending on the last trading day of that month. In the event that at the expiration of the six-month Cure Period, both a US\$1.00 closing share price on the last trading day of the Cure Period and a US\$1.00 average closing share price over the 30 trading-day period ending on the last trading day of the Cure Period are not attained, the NYSE will commence suspension and delisting procedures.

To address this issue, we intend to monitor the market conditions of our ADSs and are still considering our options. As required by the NYSE rules, we notified the NYSE on January 14, 2022 of our intent to cure the ADSs' price deficiency within the applicable time period required by the NYSE. During the Cure Period, our ADSs will continue to be listed and traded on the NYSE, subject to our compliance with other NYSE continued listing standards and other rights of the NYSE to delist the ADSs.

Should we fail to regain compliance with NYSE's continued listing requirements during the Cure Period or encounter any additional non-compliance, our ADSs may be delisted from the NYSE, and the liquidity and the trading price of our ADSs could be materially and adversely affected.

***Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.***

We have Class A ordinary shares and Class B ordinary shares, which are all at par value of US\$0.01 each. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 1.3 votes per share. Phoenix TV (BVI), which is wholly owned by Phoenix TV, holds Class B ordinary shares, each of which is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Due to the disparate voting rights attached to these two classes, Phoenix TV (BVI) has significant voting rights over matters requiring shareholder approval, including the election and removal of directors and certain corporate transactions, such as mergers, consolidations and other business combinations. This concentrated control could discourage others from pursuing any potential merger, takeover or other change of control transactions that holders of Class A ordinary shares and ADSs may view as beneficial.

***Anti-takeover provisions in our articles of association may discourage a third party from offering to acquire our company, which could limit your opportunity to sell your ADSs at a premium.***

Our currently effective, second amended and restated articles of association include provisions that could limit the ability of others to acquire control of us, modify our structure or cause us to engage in change of control transactions. These provisions could have the effect of depriving our shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of us in a tender offer or similar transaction.

For example, our board of directors have the authority, without further action by our shareholders, to issue preference shares in one or more series and to fix the powers and rights of these shares, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares. Preference shares could thus be issued quickly with terms calculated to delay or prevent a change in control or make removal of management more difficult. In addition, if our board of directors issues preference shares, the market price of our ordinary shares may fall and the voting and other rights of the holders of our ordinary shares may be adversely affected.

***As a foreign private issuer, we are permitted to, and we may, rely on exemptions from certain NYSE corporate governance standards applicable to U.S. issuers. This may afford less protection to holders of our ordinary shares and ADSs.***

The NYSE Listed Company Manual in general require listed companies to have, among other things, a majority of its board be independent, an audit committee consisting of a minimum of three members and a nominating and corporate governance committee consisting solely of independent directors. As a foreign private issuer, we are permitted to follow, and we follow, certain home country corporate governance practices instead of the above requirements of the NYSE Listed Company Manual. The corporate governance practice in our home country, the Cayman Islands, does not require a majority of our board to consist of independent directors or the implementation of an audit committee or nominating and corporate governance committee. We rely upon the relevant home country exemption and exemptions afforded to controlled companies in lieu of certain corporate governance practices, such as having less than a majority of the board be independent and establishing an audit committee consisting of two independent directors. As a result, the level of independent oversight over management of our company may afford less protection to holders of our ordinary shares and ADSs.

***As a foreign private issuer, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. issuer.***

As a foreign private issuer, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic issuers, including (i) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act, (ii) the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time, and (iii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information, quarterly certifications by the principal executive and financial officers, or current reports on Form 8-K, upon the occurrence of specified significant events. In addition, the executive compensation disclosure requirements to which we are subject under Form 20-F are less rigorous than those required of U.S. issuers under Form 10-K. Furthermore, foreign private issuers are not required to file their annual report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers are required to file their annual report on Form 10-K within 60 to 90 days after the end of each fiscal year. Foreign private issuers are also exempt from the Regulation FD, aimed at preventing issuers from making selective disclosures of material information. Although we intend to make quarterly reports available to our shareholders in a timely manner and are required under the Exchange Act to provide current reports on Form 6-K, you may not have the same protections afforded to stockholders of companies that are not foreign private issuers.

***We are a Cayman Islands company and, because judicial precedent regarding the rights of shareholders is more limited under Cayman Islands law than under U.S. law, you may have less protection of your shareholder rights than you would under U.S. law.***

Our corporate affairs are governed by our amended and restated memorandum of association and second amended and restated articles of association, the Cayman Islands Companies Act (as amended) and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law may be narrower in scope or less developed than they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws than the United States. In addition, some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. Furthermore, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States. As a result, public shareholders may have more difficulties in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as shareholders of a Delaware company.

***Legislation enacted in the Cayman Islands and the British Virgin Islands as to economic substance may affect our corporate structure and cause us to incur additional compliance costs.***

Each of our company and its subsidiary, Fread Limited, is an exempted company incorporated in the Cayman Islands. Pursuant to the International Tax Cooperation (Economic Substance) Act (2021 Revision) of the Cayman Islands, or the “Cayman ES Act”, that came into force on January 1, 2019, a “relevant entity” engaged in “relevant activities” is required to satisfy the economic substance test set out in the Cayman ES Act. A “relevant entity” includes, amongst others, an exempted company incorporated in the Cayman Islands (such as our company and Fread Limited) and does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as our company or Fread Limited is a tax resident outside the Cayman Islands, it is not required to

satisfy the economic substance test set out in the Cayman ES Act. Based on the current interpretation of the Cayman ES Act, we believe that our company and Fread Limited are each a pure equity holding company since we and Fread Limited only hold equity participation in other entities and only earn dividends and capital gains. Accordingly, for so long as our company and Fread Limited are each a “pure equity holding company”, we and Fread Limited are only subject to reduced substance requirements in accordance with the Cayman ES Act.

One of our subsidiaries, or the BVI Subsidiary, is a business company incorporated under the laws of the British Virgin Islands, or BVI, prior to January 1, 2019. Pursuant to the Economic Substance (Companies and Limited Partnerships) Act (Revised Edition January 1, 2020), as amended, of the British Virgin Islands, or the “BVI ES Act”, that came into force on January 1, 2019, a “legal entity” which carries on a “relevant activity” is required to satisfy the economic substance test set out in the BVI ES Act. A “legal entity” (which based on the current interpretation of the BVI ES Act, includes a business company incorporated in the British Virgin Islands but does not include an entity that is resident for tax purposes in a jurisdiction outside the British Virgin Islands which is not on Annex 1 to the EU list of non-cooperative jurisdictions for tax purposes) carrying on any “relevant activity” is required to satisfy the economic substance test as set out in the BVI ES Act. “Relevant activities” include any of the following activities: banking business, insurance business, fund management business, finance and leasing business, distribution and service centre business, shipping business, holding business, intellectual property business and headquarters business, but does not include investment fund business. To the extent that a “legal entity” carries on no relevant activity other than holding equity participations in other entities and earning dividends and capital gains, it will be subject to reduced economic substance requirements in accordance with the BVI ES Act.

As there are still uncertainties regarding the interpretation and implementation of the Cayman ES Act and the BVI ES Act, it is not possible at this stage to be definitive as to the extent of substance which our company, Fread Limited or the BVI Subsidiary will be required to have in the Cayman Islands or BVI respectively.

We will make all endeavors to ensure our company, Fread Limited and the BVI Subsidiary comply with the economic substance requirements under the relevant legislation. However, in doing so, our company, Fread Limited and the BVI Subsidiary may incur additional compliance costs (such as payment of fees for attending to annual filings with the relevant governmental authorities); and/or if our company, Fread Limited or the BVI Subsidiary fail to satisfy the economic substance test set out in the Cayman ES Act or the BVI ES Act (as the case may be), we, Fread Limited and the BVI Subsidiary may initially be subject to penalties in accordance with the Cayman ES Act and the BVI ES Act respectively.

***Judgments obtained against us by our shareholders may not be enforceable.***

We are a Cayman Islands company and substantially all of our assets are located outside of the United States. Substantially all of our current operations are conducted in the PRC. In addition, most of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon these persons. It may also be difficult for you to enforce in U.S. courts judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors. Moreover, there is uncertainty as to whether the courts of the Cayman Islands or the PRC would recognize or enforce judgments of United States courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. In addition, there is uncertainty as to whether such Cayman Islands or PRC courts would be competent to hear original actions brought in the Cayman Islands or the PRC against us or such persons predicated upon the securities laws of the United States or any state.

***Holders of ADSs must act through the depositary to exercise their rights as shareholders of our company.***

Holders of our ADSs do not have the same rights of our shareholders and may only exercise the voting rights with respect to the underlying ordinary shares in accordance with the provisions of the deposit agreement for the ADSs. Under our second amended and restated articles of association, the minimum notice period required to convene a general meeting is 10 days. When a general meeting is convened, you may not receive sufficient notice of a shareholders’ meeting to permit you to withdraw your ordinary shares to allow you to cast your vote with respect to any specific matter. In addition, the depositary and its agents may not be able to send voting instructions to you or carry out your voting instructions in a timely manner. We will make all reasonable efforts to cause the depositary to extend voting rights to you in a timely manner, but we cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote your ADSs. Furthermore, the depositary and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, you may not be able to exercise your right to vote and you may lack recourse if your ADSs are not voted as you requested. In addition, in your capacity as an ADS holder, you will not be able to call a shareholders’ meeting.



***The depositary for our ADSs will give us a discretionary proxy to vote our ordinary shares underlying your ADSs if you do not vote at shareholders' meetings, except in limited circumstances, which could adversely affect your interests.***

Under the deposit agreement for the ADSs, the depositary will give us a discretionary proxy to vote our ordinary shares underlying your ADSs at shareholders' meetings if you do not vote, unless:

- we have failed to timely provide the depositary with our notice of meeting and related voting materials;
- we have instructed the depositary that we do not wish a discretionary proxy to be given;
- we have informed the depositary that there is substantial opposition as to a matter to be voted on at the meeting; or
- a matter to be voted on at the meeting would have a material adverse impact on shareholders.

The effect of this discretionary proxy is that you cannot prevent our ordinary shares underlying your ADSs from being voted, absent the situations described above, and it may make it more difficult for shareholders to influence the management of our company. Holders of our ordinary shares are not subject to this discretionary proxy.

***You may be subject to limitations on transfers of your ADSs.***

Your ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings and you may not receive cash dividends or other distributions if it is impractical to make them available to you.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Also, under the deposit agreement, the depositary will not make rights available to you unless either both the rights and any related securities are registered under the Securities Act, or the distribution of them to ADS holders is exempted from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

In addition, the depositary has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depositary may, at its discretion, decide that it is impractical to make a distribution available to any holders of ADSs. For example, the depositary may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depositary may decide not to distribute such property and you will not receive any such distribution.

## ITEM 4. INFORMATION ON THE COMPANY

### A. History and Development of the Company

Phoenix TV registered the domain name phoenixtv.com for its corporate website in 1998. Tianying Jiuzhou began operating this website after its establishment in April 2000. As part of the reorganization before its initial public offering, in September 1999, Phoenix TV incorporated Phoenix Satellite Television Information Limited in the British Virgin Islands to be the holding company of its new media business.

In November 2005, Mr. Shuang Liu, a vice president of Phoenix TV, was appointed to lead Phoenix TV's new media business. Upon his appointment, Mr. Liu began implementing his vision to transform the business from a mere corporate website of Phoenix TV into a new media company capitalizing on the future of new media convergence. Yifeng Lianhe was established in June 2006 to provide new media mobile services in China. In July 2007, Tianying Jiuzhou registered the domain name ifeng.com and redirected the traffic of phoenixtv.com and phoenixtv.com.cn to ifeng.com.

On November 22, 2007, Phoenix New Media Limited, an exempted limited liability company, was incorporated in the Cayman Islands as a subsidiary of Phoenix TV to be the holding company for its new media business. In May 2008, Phoenix Satellite Television (B.V.I.) Holding Limited transferred the sole outstanding share of Phoenix Satellite Television Information Limited to us in exchange for 319,999,999 ordinary shares of our company.

Fenghuang On-line was established in December 2005. On December 31, 2009, Fenghuang On-line entered into a series of contractual arrangements with each of Tianying Jiuzhou and Yifeng Lianhe and their respective shareholders to govern our relationships with Tianying Jiuzhou and Yifeng Lianhe, at which time we became operational in our current corporate structure. During the first quarter of 2021, Fenghuang On-line terminated the contractual agreements with Yifeng Lianhe and then entered into a series of new contractual arrangements with Fenghuang Ronghe. Shareholders of Yifeng Lianhe transferred all of their equity interests in Yifeng Lianhe to Fenghuang Ronghe, as a result of which Yifeng Lianhe became a wholly owned subsidiary of Fenghuang Ronghe. The contractual arrangements with Tianying Jiuzhou and Fenghuang Ronghe and their respective shareholders allow us to effectively control Tianying Jiuzhou and Fenghuang Ronghe (and indirectly control their respectively subsidiaries such as Yifeng Lianhe) and to derive substantially all of the economic benefits from them. See “—C. Organizational Structure — Contractual Arrangements with the VIEs.”

On May 12, 2011, our ADSs began trading on the New York Stock Exchange under the ticker symbol “FENG.” We closed our initial public offering on May 17, 2011 and the underwriters subsequently exercised their over-allotment option on June 8, 2011. We issued and sold a total of 13,415,125 ADSs in these transactions, representing 107,321,000 Class A ordinary shares in the form of ADSs, raising US\$137.2 million in proceeds to us before expenses but after underwriting discounts and commissions.

We hold 50% of the equity interests in Tianbo. Before April 2019, as we had significant influence over financial and operating decision-making, we accounted for the 50% equity interest by using the equity method of accounting. On April 1, 2019, we obtained control over Tianbo and consolidated Tianbo starting from April 1, 2019 as we and other shareholders of Tianbo agreed to make certain revisions to the articles of association of Tianbo, which granted us the voting power to decide Tianbo's significant financial and operating decisions at both the shareholder level and the board level, to accelerate the development of its real estate vertical and to further bolster the development of our real estate vertical and to create more synergies on Tianbo's new business, with the equity interest in Tianbo of 50% unchanged. At the same time, we agreed with other shareholders of Tianbo and would provide free advertising resources to Tianbo as consideration to gain control over Tianbo. See “—C. Organizational Structure” for more details.

Our principal executive offices are located at Sinolight Plaza, Floor 16, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China. Our telephone number at this address is +(86) 10 6067 6000. Our registered office in the Cayman Islands is located at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

### B. Business Overview

We are 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, we enable consumers to access professional news and other quality information and UGC, on the Internet and through their PCs and mobile devices. Our premium content is organized in major verticals such as news, video, finance, technology, automobile, entertainment, military, sport, real estate and fashion. Our main content distribution channels include our PC websites, mobile news

application, mobile video application, mobile digital reading applications and mobile Internet websites. We also act as a unique and quality content provider for multiple third-party channel. The appeal of our brand is enhanced by its affiliation with the “Phoenix” (“鳳凰”) brand of Phoenix TV.

According to iResearch, our number of PC monthly unique visitors was 106 million in December 2021 and we have ranked second among all Internet portals in China in terms of monthly unique visitors in December 2021. We earn revenues from advertising and paid services, which accounted for 90.3% and 9.7% of our total revenues, respectively, in 2021.

We recognize revenues from our advertising services on a net basis, after deducting the agency service fees we pay to advertising agencies and the value-added tax, or VAT, and the cultural development fee. We provide advertising services through PC channel and mobile channel, which accounted for 30.0% and 70.0% of our net advertising revenues, respectively, in 2021. Building on our core competencies of content production capability, dedication to serious journalism and cutting-edge technology, we continue to create values for our advertising clients.

We offer a wide variety of paid services primarily through our mobile channel and operations with the telecom operators and other third parties. Prior to 2021, our paid services revenues were primarily generated from (i) paid contents, which includes digital reading, audio books, paid videos, and other content-related sales activities, (ii) games, which includes web-based games and mobile games, (iii) MVAS, and (iv) others. Beginning from January 1, 2021, MVAS, games and others are referred to collectively as E-commerce and others. For comparison purposes, the revenues from paid services for the years ended December 31, 2019 and 2020 have been retrospectively re-classified into revenues from paid contents and revenues from E-commerce and others. We derived 43.0%, and 57.0% of our paid services revenues, respectively, from our paid contents, and E-commerce and others in 2021. Our paid services revenues increased from RMB95.8 million in 2020 to RMB100.3 million (US\$15.7 million) in 2021, mainly caused by the increase in revenues from E-commerce and revenues from licensing fees related to audio books.

### **Our Relationship with Phoenix TV**

We are a subsidiary of Phoenix TV, a leading Hong Kong-based satellite TV network broadcasting Chinese language content globally and into China. Phoenix TV indirectly owned 54.5% of our ordinary shares and 60.9% of the voting power of our ordinary shares as of March 31, 2022.

We entered into several sets of trademark and program content licensing agreements with Phoenix TV or certain of its subsidiaries in the past and continue to use certain copyrighted content and trademarks provided by Phoenix TV Group. Currently, under the New Trademark License Agreements, we have the right to use certain trademarks containing the double-phoenix logo and the Chinese or English words of “Phoenix New Media” or “ifeng” which helps to affiliate us with the brand of Phoenix TV Group and helps to enhance our own brand. In addition, under the 2021 Program Resource License and Cooperation Agreement, we also have the right to continue to use Phoenix TV Group’s copyrighted video content on our websites and our mobile applications.

We have a mutually beneficial relationship with Phoenix TV. We and Phoenix TV share a common vision of the convergence of traditional and new media channels, and work together to realize this vision. Pursuant to the Program License Agreements, Phoenix TV Group agreed to grant Tianying Jiuzhou, Yifeng Lianhe and Fengyu Network the license to use Phoenix TV Group’s copyrighted content from three television channels of Phoenix TV Group for our various media services in China (excluding Hong Kong, Macau and Taiwan). After the Program License Agreements expired in May 2019, Phoenix TV Group adjusted the scope of license granted to Tianying Jiuzhou and Yifeng Lianhe according to the 2020 Program Resource License and Cooperation Agreement. Tianying Jiuzhou and Yifeng Lianhe later terminated the 2020 Program Resource License and Cooperation Agreement and Tianying Jiuzhou entered into the 2021 Program Resource License and Cooperation Agreement. We believe that our and Phoenix TV’s active promotion of one another’s brands on our respective Internet-enabled and TV platforms helps to grow our combined audience synergistically. In addition, we and Phoenix TV Group work closely on major world news events coverages, and provide joint advertising services to each other’s advertisers.

On February 17, 2014, our Chief Executive Officer, Mr. Shuang Liu, was also promoted to the position of Chief Operating Officer of Phoenix TV. The key initiative for his position at Phoenix TV is to accelerate the convergence of TV, PC and mobile platforms of the two companies. As the Chief Operating Officer of Phoenix TV, Mr. Liu is tasked with strategizing, overseeing and allocating resources to implement this convergence strategy. Through this appointment, both companies can more seamlessly expand user reach on each of its media platforms, provide advertisers a one-stop shop solution, more effectively monetize the Phoenix brand across all verticals, and achieve greater cost synergies.

For more information about the terms of the agreements with Phoenix TV and its subsidiaries, see “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Agreements and Transactions with Phoenix TV and

Certain of its Subsidiaries.” For more information about the risks associated with our relationship with Phoenix TV, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—We may not be able to continue to receive the same level of support from Phoenix TV Group in the future. We could lose our license and priority over any third party to use Phoenix TV Group’s content and licensed trademarks, which would have an adverse effect on our paid services business, and would also negatively affect our video advertising business. Together, these impacts could have an adverse effect on our business and operating results” and “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure—We may have conflicts of interest with Phoenix TV and, because of Phoenix TV’s controlling beneficial ownership interest in our company, may not be able to resolve such conflicts on terms favorable for us.”

## **Our Content**

We strive to deliver the most up-to-date, in-depth, exclusive and thought-provoking content to our users. Content selection, editing and production are core focuses of our business. We obtain our content from four major sources: professional content, our original contents with intellectual property rights, or IP content, we-media content and online literature content. The content we acquire covers a wide spectrum of user-targeted subjects, including news, current affairs, finance, technology, automobiles, fashion and entertainment, among others. We believe that we have provided the earliest video and text media coverage among Chinese media companies of certain major world events.

### **Content Sourcing**

*Acquired Professional Content.* We have entered into content licensing agreements with approximately 530 third-party professional content providers in aggregate. We obtain our print content from major Chinese print media and news wires. Our content sources include companies such as China News Service, Xinhua News Agency and the Huanqiu.com, as well as China’s top image providers. The video content we source from third parties is primarily comprised of news and documentaries, which cater to our users’ preferences. We obtain our third-party video content from major Chinese television broadcasters, such as Dongnan Satellite TV. In addition, according to the 2021 Program Resource License and Cooperation Agreement we entered into with Phoenix TV Group, we have the exclusive right to broadcast copyrighted video content and the derived audio content from three television channels of Phoenix TV and its subsidiaries on the internet in Mainland China. The content that we source from professional related and third parties comprises the majority of the content on our PC websites, mobile applications and mobile websites.

*Original Content.* Our core competitive differentiation lies in our original content production capabilities. As mobile Internet traffic growth has peaked, we believe that the most effective way to attract and retain users is to produce original content with distinctive characters that are true to our brand. Our original content matrix encompasses a variety of genres including in-depth commentary, investigative reporting, interviews, and premium IP production, in forms of text, image, video and livestreaming. For example, we launched an original opinion column titled *Eye of the Storm* (“*风暴眼*”), which is distinctively positioned to examine contentious current events. We present the audience with our unique, authentic, and timely interpretation of the issues by conducting meticulous research and exploring a wide array of viewpoints. Our original columns and programs were each produced and presented in a certain voice and style consistent with our branding differentiation. Through this, we intend to not only enhance our brand image, but also create a unique brand affinity among our users and advertisers, which should help us unlock more sustainable long-term value from our brand equity in turn.

*We-media Content.* We allow our users to upload text, images and videos content (UGC) to our PC websites, mobile applications and mobile websites through we-media accounts. We-media content adds an important complementary component to the content we deliver.

*Online Literature Content.* We offer our users a full-fledged online reading experience by providing them a plenty of high-quality literary contents such as science fiction, urban romantic fiction, mystery fiction, etc. Furthermore, we are cultivating these content into online series, comic books, audiobooks and short-form videos to expand our content offerings.

### **Content Verticals**

We currently provide over 50 interest-based verticals, each of which features integrated text, image, video and livestreaming content and embedded interactive services, such as user surveys and comment postings. Our users can access all of our interest-based verticals’ content through our PC and mobile channel. Our most popular verticals include:

- *News.* Through our news vertical, ifeng News, users have easy access to breaking news coverage from multiple sources and points of view. Our news vertical also features a large amount of in-depth special reports and embedded interactive

services. For our special reports, we not only have dedicated teams deliver in-depth analysis and reports, but also integrated user surveys and comment postings into the featured websites.

- *Video.* Our video vertical offers timely video-based coverage as well as customized news programs. In addition, by leveraging the exclusive resources from Phoenix TV's global journalism station, we are able to produce distinguished and influential news through short videos. By optimizing our AI image recognition technology, we have enhanced our ability to identify and restrict video content violating our standards, cultivated a proprietary supply of high-quality content, and actively partnered with professional video content producers to provide users with more high-quality and original short-form video content. Meanwhile, our livestreaming vertical, *FENG Live* (“风直播”), offers live-streamed news and information to provide real-time professional reports of hit events, conferences, etc.
- *Finance.* Our finance vertical, ifeng Finance, provides up-to-date information about financial news, securities and personal finance. We have formed relationships with individual industry leaders who contribute to our in-depth reports and discussions we feature on our finance vertical. We also obtain independent finance content from Phoenix TV. Our finance vertical also offers stock quotes from the major exchanges, as well as breaking news from individual listed companies.
- *Technology.* Our technology vertical provides content relates to real-time reports of relevant hot topics in the TMT industry. In addition, the remarkable content in our technology vertical is *Phoenix Lab* (“凤家评测”), whose video series is designed to offer reviews of products and services that are both trustworthy and entertaining in the form of short-form videos, thus providing unbiased purchasing advice to China's rising middle-class.
- *Automobiles.* Our automobiles vertical, ifeng Auto, offers the latest automobile-related news and information to provide car buyers and automobile enthusiasts with the most current information on automotive pricing, reviews and featured guides.
- *Entertainment.* Our entertainment vertical spans greater China and strives to cover entertainment news and developments in China, Hong Kong, Taiwan and globally among the Chinese community. This vertical provides broad coverage of the latest entertainment news, including movies, television programs, plays, operas, as well as popular and classical music. It features our in-house produced video program of candid celebrity interviews.
- *Military affairs.* Our military affairs vertical provides updated information and commentary on military affairs and defense matters to target a broad audience, which both includes military professionals and amateurs.
- *Sports.* Our sports vertical offers multimedia news and information on a wide range of sporting events, and broadcasts both live and recorded domestic and international sports matches.
- *Real Estate.* Based on the media characteristic of our company, the real estate vertical integrates massive resources of the industry and make an objective and detailed interpretation to the real estate market. We provide real estate related information including building details, the information of rental and purchasing of new residential property and second housing, and residential ecological service. The main sections include house.ifeng.com, iqidian.com and wenlv.house.ifeng.com. Fengcx.com is a full-fledged digital media platform that tracks the latest real estate financial news in real time to provide valuable reference for buyers, investors and enterprises.
- *Fashion.* Our fashion vertical provides coverage on fashion, beauty, weight loss, luxury goods, furniture, art and other popular topics around the theme of refined lifestyle. It offers information on international fashion trends and new fashion concepts. Our fashion vertical covers a variety of luxury topics, including wines, cigars, high-end brand apparel and accessories, as well as services aimed at the high net worth population. It also provides real-time coverage of major world fashion events, bringing users the latest information on styles and trends. We organize our Fashion Award Gala in Beijing every year, with the participation of the most popular celebrities and fashion KOLs, the events received positive feedback, further demonstrating our unparalleled brand influence.
- *History.* Our history vertical provides content about Chinese and international history. We investigate relatively unexplored historical turning points and events and provide in-depth analyses of historical figures and events.

## **Content Editing and Production**

Content editing and production are critical components of our content production process. We had a team of 390 editors as of December 31, 2021 organized generally by interest-based vertical. We believe that we possess a strong ability to select and distill compelling news stories and frame issues for our users in a distinctive way. Beyond distributing a large amount of news and information in a timely manner, we provide independent social commentary and analyses. We not only edit our videos, primarily consisting of news, documentaries and interviews into short clips but also organize our content by interest-based vertical and segment it further by featured topic. To produce an engaging user experience, we actively combine text, image, video and live broadcasting content and integrate interactive UGC.

### **Content Monitoring**

We implement monitoring procedures for all of our published content to remove inappropriate or illegal content, including but not limited to we-media and UGC from our discussion forum, comments postings and user survey services. As of December 31, 2021, our content screening team consists of five employees and more than 300 outsourced staff members who are responsible for monitoring and preventing the public release of inappropriate illegal content. In addition to the staff of our content screening team, we also take advantage of the assistance of AI technology to ensure the efficiency and safety for our content monitoring. Text, images and video content are screened by our content screening team, which reviews the content on a 24-hour, 3-shift basis and employs monitoring procedures, including (i) technology screening, where a text filtering system screens content based on pre-set key words and identifies suspected information; and (ii) manual review, where the content that passes the technology screening is reviewed by the content screening team and the flagged content identified by our technology is reviewed and confirmed before it can be released. For technology screening, the machine recognizes the video and image content and we use an in-house developed identification system in order to comply with PRC regulatory requirements regarding Internet content.

### **Our Channels**

We provide our content and services through three major channels, including our PC channel, our mobile channel and third-party channel. We also transmit our content to TV viewers, primarily through Phoenix TV. Together, these channels form a converged platform providing integrated text, image, video and livestreaming content, and employing a variety of interactive formats to create an extensive, personalized and hands-on experience for our users. We derive advertising revenues through our PC channel and mobile channel. In addition, we generate paid services revenues through PC, mobile and third-party channel.

#### **Our PC Channel**

Our PC channel consists of our website at ifeng.com, which comprises our interest-based content verticals and access to our licensed digital format books and our e-commerce platform. According to iResearch, our number of PC monthly unique visitors was 106 million in December 2021. We have ranked second among all Internet portals in China in terms of monthly unique visitors in December 2021.

#### **Our Mobile Channel**

Our mobile channel includes (i) ifeng news application, (ii) ifeng video application, (iii) mobile Internet websites i.ifeng.com (“mobile websites”), and (iv) digital reading applications.

- *ifeng News (formerly named “Phoenix News”)*. We offer a wide range of mobile applications for different mobile devices. Ifeng news application is our flagship mobile product, which provides newsfeeds and other contents in the form of text, image, livestreaming and video.
- *ifeng Video (formerly named “Phoenix Mobile Station”)*. Ifeng video application provides video news, livestreaming, and Phoenix TV programs content, etc.
- *Mobile websites*. Our i.ifeng.com website is designed and tailored to the preferences of our mobile users on mobile browser and web-based pages. As part of our converged platform, i.ifeng.com allows our users to access quality convergence content while they are on-the-go. Similar to ifeng.com, our i.ifeng.com features an array of interest-based and interactive verticals, as well as a mobile video site for watching free mobile VOD.
- *Digital reading applications*. Our digital reading application *Fanyue Novel* (“*翻阅小说*”) provides fee-based Internet literatures from writers and digital format books licensed from third-party publishers to customers on our mobile platform. In 2021, we introduced a separate digital reading application *Fun Novel* (“*趣小说*”), which offers users free literatures supported by advertising. Through these applications, our users are able to enjoy a full-fledged online reading

experience and enable us to lay a solid foundation for building our own closed-loop IP ecosystem as we cultivate these content into online series, comic books, audiobooks and short-form videos to expand our content offerings and diversify our monetization channels.

### **Third-Party Channel**

In addition to our own channels, we have opened public accounts on popular social media in China including but not limited to WeChat, Weibo, Douyin, Kuaishou and Bilibili to distribute content in certain verticals such as product reviews, finance, technology, fashion and entertainment.

We also rely on Telecom Operators' platforms, Internet search engines and navigation sites to provide quality content for our high-end users.

### **Our Sources of Revenues**

#### **Advertising Services**

We provide advertising services primarily through our ifeng.com, our mobile Internet websites i.ifeng.com and our mobile applications in our mobile channel. Our advertising team consists of direct sales, agency sales, advertising technology and products support, customer support, advertising design and production, resource management, advertising strategy and sales promotion and other functions.

As is typical in China's online advertising industry, we primarily enter into advertising service contracts through third-party advertising agencies. We mainly have three types of pricing models, consisting of the Cost Per Day ("CPD") model, the Cost Per Impression ("CPM") model, and the Cost Per Click ("CPC") model. In 2021, our advertising services are primarily on our mobile channel.

We strive to provide our advertisers with high-quality customer service. Our experienced sales professionals help advertisers to analyze their target audiences and create innovative campaign strategies and designs. We provide a variety of advertising solutions, including online advertisements, online video advertisements, user activities, live promotions and cross media public relations campaigns. We have an advertising tracking system, which records and maintains the traffic statistics and other data that can be used to measure the effectiveness of advertisements. After the release of a customer's advertising campaign, we furnish them with a report on the campaign's effectiveness either prepared in-house or by an independent research firm.

We have a diverse advertising client base, including both Chinese and international brand advertisers. Our top ten advertisers accounted for 23.8% of our total gross advertising revenues in 2021. Our advertisers generally are in the automobile, e-commerce, financial services, food & beverages, Internet services, entertainment and tourism services, communication services, retail services, IT products, etc. In 2021, we strengthened our collaboration with Phoenix TV, which allows us to synergize our resources and client bases, creating a richer and more comprehensive suite of marketing solutions for a broader advertiser base.

#### **Paid Services**

Paid services revenues mainly consist of revenues from paid content and E-commerce. Revenues generated from paid contents include fees from digital reading and revenues from the sales of audio books, paid videos, and other content-related sales activities. E-commerce revenues are generated from the sales of goods through our e-commerce platform or other third-party platforms. We have formed a team of professional buyers to select high-end products in categories such as fine culture and creativity, food and wine, and health and wellness. Leveraging our user traffic, we upgraded our online e-commerce brand and officially launched our private label brand in the health and wellness segment, *Phoenix Premium Products* ("凰家尚品"), to cater to their lifestyle needs and improve the monetization capabilities of our e-commerce business.

The following table sets forth our paid services offerings on third parties' platforms and our own platforms and the percentage contribution of our various paid services to our paid services revenues and our total revenues in 2021.

<b>Paid Services Offerings</b>	<b>% of Paid</b>	<b>Service Revenues</b>	<b>% of Total Revenues</b>
<b>Paid contents</b>			
Digital reading, audio books, paid videos, and other content-related sales activities		43.0%	4.2%
<b>E-commerce and others</b>			
E-commerce, MVAS, games and others		57.0%	5.5%

## Our Advertising Execution Team

We have a dedicated team to manage the advertising execution which includes a series of review procedures on our advertising material before we display such material on our platforms interfaces. This team checks advertisements to ensure that they do not contain any racial, violent, pornographic or other inappropriate content. This team also verifies that advertisers have provided relevant government approvals if their advertisements are subject to special government requirements.

## Marketing and Promotion

We employ a variety of traditional and online marketing programs and promotional activities to build our brand as part of our overall marketing strategy. We focus on building brand awareness and growing our user base through proactive public relations and innovative and interactive marketing activities and events. In December 2021, we organized the iFeng Finance Summit, which featured a stellar lineup of distinguished speakers including authority figures in the field of politics, finance and academia. The event related coverage and trending topics generated over 300 million views across the Internet.

We believe that our distinguished content and high-quality services lead to strong word-of-mouth promotion, which drives consumer awareness of our brand in China. In addition, our engagement in philanthropic activities, such as our *The Action League* (“行动者联盟”), helps associate our brand with social responsibility. In December 2021, we hosted The Action League, which is a charity event where enterprises, philanthropist, media, celebrities and minority ethnic groups jointly promote social welfares. This event was reported by a number of leading media outlets, such as CCTV, Phoenix TV, Guangdong TV, which generated more than 300 million exposures across the Internet.

## Seasonality

Seasonal fluctuations and industry cyclicity have affected, and are likely to continue to affect our business. We generally generate less revenue from advertising sales and paid services revenues during national holidays in China, in particular during the Chinese New Year holidays in the first quarter of each year. We typically generate higher net advertising revenues in the fourth quarter due to greater advertising spending by our advertisers near the end of each calendar year when they spend the remaining portions of their annual budgets. In addition, advertising spending in China has historically been cyclical, reflecting overall economic conditions as well as the budgeting and buying patterns of our advertisers. We expect that the seasonal fluctuations and cyclicity to cause our quarterly and annual operating results to fluctuate. See “Item 3. Key Information—D. Risk Factors — Risks Relating to Our Business and Industry—Our quarterly revenues and operating results may fluctuate, which makes our operating results difficult to predict and may cause our quarterly operating results to fall short of expectations.”

## Research and Development

In 2021, we continued to improve our advertising solution products as well as focus on improving our convergence model across PC, mobile and TV in order to provide our users easier access to our premium content through any device. In particular, we continued to introduce and improve our mobile applications and strengthened commercial products in certain of our verticals. For example, we internally developed an analytic platforms named *Fengyan* (“凤眼”) to track and analyze certain real-time user behavior data under user consent. Through *Fengyan* we can better understand user’s profile and reading preference, and provide reference data for future content production and performance advertising solution. We also have an in-house Data Management Platform to better analyze and manage advertising data and help improve the targeting accuracy of advertisements. Another platform we launched is *Fengyu* (“凤羽”). *Fengyu* is a customizable and self-service marketing solution that operates under a bidding system. Customers are able to target users based on gender, age, geographic location, interests, device type, etc. Customers can place performance-based ads directly by themselves using our self-service advertising system. We launched *Fengyi* (“凤翼”), another customizable marketing solution, catering to premium advertising demands. Following the success of these two platforms, we decided to develop *Fengfei* (“凤飞”), an advertising platform that we built based on in-app advertisement solutions. The platform enables mobile application developers with less traffic to access our commercial resources, advertising data, and service capabilities through a set of advertising monetization solutions. In 2019, 2020 and 2021, our total technology and product development expenses, including related share-based compensation, were RMB216.7 million, RMB172.0 million and RMB158.6 million (US\$24.9 million), respectively.

## Infrastructure and Technology

Our technology platforms have been designed for reliability, speed, scalability and flexibility and are administered by our in-house technology department. We have access to a network of approximately 1,100 self-owned and leased servers across China mainland and Hong Kong with power supply and power generator backup, in addition to cloud-based servers that we lease from third-



party operators. We have developed our server operations based on Linux and other open source software, which has allowed us to lower software related investment and enhance our network reliability.

*Content Management Technology.* We have internally developed a leading new media content management system, which fully integrates our PC and mobile channels. We have also developed a new consolidated system, UCMS (U-Content Management System), for content management and delivery.

*Integration with Phoenix TV.* The integration of our and Phoenix TV's content management systems allows us to directly access Phoenix TV's programs digitally, in addition to our access via satellite signal, and to expedite the transmission of our content to Phoenix TV.

*Data Analysis Technology.* Based on commercial big data, we developed a data analytical system which has successfully helped build a comprehensive analytical chain of big data and helping us achieve our goals of making precise and efficient commercial strategy decisions. This system delivers comprehensive and consultative data ranging from distribution channel, content to manpower. We can access advertising exposure data as well as clicks and its corresponding costs on all business platforms, such as our PC websites, mobile applications and mobile websites. In addition, this system possesses flexible mechanics for organizing and analyzing data, with relatively lower cost.

*Cloud Computing.* We have built a distributed file system, which provides file access services to our content management system, and is anticipated to become a streaming media service and core storage system for each of our CDN nodes. We have commenced our distributed computing platforms project, which provide large-scale computer capacity support for our raw access log and transcoding computing-intensive applications. We have also deployed an open source virtualization cluster to integrate multiple small applications, which significantly reduced our IT costs. To upgrade our system infrastructure and lower our bandwidth costs, we increasingly use cloud computing system in 2021.

*Intelligent Recommender System (IRS).* Our technical department developed a real-time, personalized recommender system, which produce a list of contents through algorithm-based system and expert system, to predict contents that the user may have an interest in, and to recommend additional items with similar properties. Powered by cutting-edge algorithm technology, we are able to provide useful and relative news and information to our users, and also well-equipped to provide enhanced advertising solutions that target users based on their exhibited preferences.

## **Competition**

We operate in the market of PC and mobile Internet content and services, especially in newsfeed sector in China. The industry is highly competitive and rapidly changing due to the growing market and technological developments. Our ability to compete successfully depends on many factors, including the quality and relevance of our content, the demographic composition of our users, brand recognition and reputation, user experience, the robustness of our technology platforms, our ability to provide innovative advertising services to our customers and our relationships with our advertisers.

While we believe that our integrated platforms business model and targeted user base is unique, on the whole, from other companies in China, we compete with other content and service providers in each of our individual channels for user traffic, advertising revenues and fee-based services. On Internet content and service provision, we compete primarily with Baidu Inc, NetEase, Inc., Sina Corporation, Sohu.com Limited and Tencent Technology Limited. Besides, especially among mobile newsfeed sector, we primarily compete against ByteDance (Jinri Toutiao) and Qutoutiao. In terms of video content, we compete with a number of online video companies, including ByteDance (Douyin), Kuaishou, Youku Tudou, iQIYI and Tencent video.

We also compete with traditional advertising media, such as television, radio, print media, as well as billboards and other forms of outdoor media. We expect large companies' proportionate spending on new media advertising of their advertising budgets relative to traditional media advertising to continue increase in the future.

## **Environmental, Social and Governance**

We firmly believe that, as an enterprise develops, in addition to its economic value, it must also give even more consideration to its value to the society. In addition, an enterprise must fulfill its social responsibilities and uphold its standard of morality and conscience to stay in a competitive position. Despite the challenging economic environment, we are committed to corporate social responsibility and meeting society's changing needs, which is the mission and objective of our concerning.

We are committed to living up to our social responsibilities and to facilitate meaningful public affairs dialogue. Leveraging our own advantages as a media company and our brand influence, we provide public welfare information and organize charity events through our media platform to gather resources from charitable organizations, media partners and caring enterprises, with the aim of promoting charity, facilitating public welfare and environmental protection projects and making contributions to the society's sustainable development. For example, we launched the Activist League in 2016, aiming at establishing a charity event platform for

the mutual aid and cooperation among charitable organizations, creative industries, celebrities and caring companies, and through the platform providing extra media resources and corporate support to the charitable parties. Meanwhile, the platform also gathers and selects from all sectors of the society innovative charity projects which are suitable for dissemination through new media, covering a multiple of areas such as caring for autistic children, environmental protection and animal protection, etc. In the past 6 years, the Activist League has launched a series of solutions focusing on wildlife protection and child safety issues, such as the Tape Pledge and Brave Babe, which not only won awards both at home and abroad, facilitated the spread of the social design concept in China, but also earned high recognition from the United Nations through promoting the practice of the United Nations' Sustainable Development Goals in China and around the world. Girls Protection, an important project of the Activist League, has brought children sexual abuse prevention and puberty health education courses to 31 provinces in China, covering nearly 3 million children and over 0.5 million parents.

In terms of employment and labor practices, we adopt a people-oriented strategy where we attract and retain talents by offering reasonable employment terms, a safe and healthy work environment, a wide range of employee benefits and trainings for staff development while maintaining strict compliance with the labor practices. Meanwhile, we are committed to actively embracing different individuals with different backgrounds and to promote the value of an inclusive and diverse culture that promotes gender equality, which we believe attracts the best talent. We offer occupational training to our employees to enhance their knowledge and skills for performing job duties and we provide a multitude of benefits to our employees and their family members.

In the area of environmental protection, our operations do not produce or discharge any industrial waste which is hazardous to the environment and we maintain compliance with the environment laws and regulations in the PRC. We are committed to carbon mitigation measures and will continue to explore ways to further improve energy efficiency. We ask our employees to be mindful of the environment when consuming office supplies.

### Intellectual Property

We rely on a combination of trademark, copyright and trade secret protection laws in China and other jurisdictions, as well as confidentiality procedures and contractual provisions to protect our intellectual property and our brand. We also enter into confidentiality, non-compete and invention assignment agreements with our employees and consultants and nondisclosure agreements with selected third parties. We had 317 PRC software registrations and owned 57 domain names, including ifeng.com, as of March 31, 2022.

We have also designed proprietary logos for use in the respective businesses of Tianying Jiuzhou and Yifeng Lianhe. As of March 31, 2022, Tianying Jiuzhou owned 487 PRC registered trademarks, six of which were transferred from Phoenix Satellite Trademark Limited, and Yifeng Lianhe owned 50 PRC registered trademarks. Tianying Jiuzhou and Yifeng Lianhe continue to use certain of Phoenix TV's logos that are licensed from Phoenix Satellite Television Trademark Limited. For information about the risks related to our use of licensed trademarks and our plans to remedy such risks, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—The VIEs and their respective shareholders do not own all the trademarks used in their value-added telecommunications services, which may subject them to revocation of their licenses or other penalties or sanctions."

### Employees

We had approximately 1,689, 1,305 and 1,245 employees as of December 31, 2019, 2020 and 2021, respectively. The table below sets forth the number of employees categorized by function as of December 31, 2021:

Function	Number of Employees
Management and administration	206
Content development	390
Mobile products and services	61
Technology and product development	232
Sales and marketing	356
<b>Total</b>	<b>1,245</b>

As of December 31, 2021, we had 975, 43 and 59 employees located in Beijing, Shanghai and Guangzhou, respectively, and 168 employees located in other locations in China. Currently we do not have any employees located outside of China.

Since our inception, we have not experienced any strikes or other disruptions of employment. We believe our relationships with our employees are good.

The remuneration package of our employees includes salary, bonus, share-based compensation and other cash benefits. In accordance with applicable regulations in China, we participate in a pension contribution plan, a medical insurance plan, an unemployment insurance plan, a personal injury insurance plan, maternity insurance and a housing reserve fund for the benefit of all of our employees.

## Facilities

Our executive office is located at Sinolight Plaza, Floor 16, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China. We maintain a number of offices in Beijing, Shanghai and Guangzhou under leases with terms ranging from one to five years. As of December 31, 2021, we leased an aggregate of 15,059 square meters of office space in Beijing and 6,148 square meters of office space in other regions in China for use as office space for our employees.

We believe that our leased facilities are adequate to meet our needs for the foreseeable future, and that we will be able to obtain adequate facilities, principally through leasing of additional properties, to accommodate our future expansions.

## Legal and Administrative Proceedings

From time to time, we are involved in claims and legal proceedings that arise in the ordinary course of business. We are currently a party to certain legal proceedings and claims which in the opinion of our management, adequate provisions have been recorded to cover the probable loss of those that can be reasonably estimated, while other claims are considered would not have material adverse effect, individually or in the aggregate, on our financial position, results of operations or cash flows. From January 1, 2021 to March 31, 2022, we have been subject to 300 cases in the PRC, 228 of which have been concluded. The aggregate amount of damages awards and settlements paid by us was RMB2.7 million. Government authorities may also impose administrative penalties on us if they find that we have infringed third parties' intellectual property rights.

In November 2016, China Youth Book Inc. and Dewey Press LLC filed a claim against Tianying Jiuzhou and our company for intellectual property infringement of such work based on the above-mentioned finding of the National Copyright Bureau, and the related claim for damage was approximately RMB235.8 million, even though the actual income we generated from such work was less than RMB1,500. This claim was withdrawn by the plaintiffs in January 2018. In April 2018, we received notices from the local court that the plaintiffs have filed a lawsuit against us again for the same claim, with the related claim for damages reduced to approximately RMB99.8 million. In April 2020, we received the judgment from the local court which ordered us to pay the plaintiffs a total of approximately RMB1.0 million as economic compensation and reimbursement of the plaintiff's reasonable expenses. After the plaintiff filed an appeal against the judgment made by the local court, the appellate court made the final judgment in December 2020 and upheld the local court's decision. Tianying Jiuzhou has subsequently paid a total of approximately RMB1.0 million in damages to the plaintiff and fulfilled its obligation under the judgment. In June 2021, the plaintiff applied for a retrial with the Supreme People's Court and the Supreme People's Court conducted a hearing on the matter of retrial. As of the date of this annual report, we have not received any notification from the Supreme People's Court with respect to the retrial and we cannot assure you that the Supreme People's Court will not order a retrial for this case.

Litigation is subject to inherent uncertainties and our view of these matters may change in the future. There exists the possibility of a material adverse impact on our financial position, results of operations or cash flows for the period in which the unfavorable outcome occurs, and potentially in future periods.

## Regulatory Matters

### *Licenses and Permissions Requirements*

Except for as disclosed in "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet audio-visual program transmission license has exposed, and may continue to expose, us to administrative sanctions, including the banning of our paid mobile video services and video advertising services, which would materially and adversely affect our business and results of operation," "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet news license may expose us to administrative sanctions, including an order to cease our Internet information services or to cease the Internet access services provided by third parties to us. In 2021, approximately 90.7% of our total revenues were derived from Internet information services and services that relied on Internet access services from third parties," "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain NRTA's approval for introducing and broadcasting foreign television programs could have a material adverse effect on our ability to conduct our business," "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain certain permits for our advertising services that contain drug-related information would subject us to penalties," "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—If we fail to obtain or maintain all applicable permits and approvals, or fail to comply with PRC regulations, relating to Internet publishing services, our ability to conduct our digital reading business and certain other businesses could be affected and we could be subject to penalties and other administrative sanctions," we have received all material permissions that are, or may be, required for our operations in China, and no material permission has been denied from us by relevant authorities in China. As of the date of this annual report, we have not been informed by any PRC government authority of any

requirement for us to obtain permission for issuance of our ADSs to foreign investors. However, there remains some uncertainty as to how the relevant PRC laws, rules and regulations will be interpreted or implemented. In addition, rules and regulations in China can change quickly with little advance notice. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—We may be subject to cybersecurity review by regulatory authorities of the PRC in the future” and “Item 3. Key Information—D. Risk Factors —Risks Relating to Doing Business in China— The approval of the China Securities Regulatory Commission, or the CSRC, may have been required in connection with our initial public offering. Our failure to obtain this approval, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs.”

The table below sets forth material permissions and/or licenses we have obtained for our operations in China.

<b>Company Name</b>	<b>Company Status</b>	<b>Name of Permission/License</b>	<b>Governing Government Authority</b>
Tianying Jiuzhou	One of the VIEs	Value-added Telecommunications Business Operating License	Beijing Communications Administration
Tianying Jiuzhou	One of the VIEs	Value-added Telecommunications Business Operating License	Ministry of Industry and Information Technology of the People’s Republic of China
Tianying Jiuzhou	One of the VIEs	Online Culture Operating Permit	Beijing Municipal Bureau of Culture and Tourism
Tianying Jiuzhou	One of the VIEs	Publication Operation Permit	Chaoyang District People’s Government of Beijing Municipality
Tianying Jiuzhou	One of the VIEs	Permit for Radio and Television Program Production and Operation	Beijing Municipal Radio and Television Bureau
Tianying Jiuzhou	One of the VIEs	Commercial Performance License	Beijing Municipal Bureau of Culture and Tourism
Tianying Jiuzhou	One of the VIEs	Telecommunications Code Number Resources Operating Certificate	Ministry of Industry and Information Technology of the People’s Republic of China
Tianying Jiuzhou	One of the VIEs	Certificate of High-tech Enterprise	Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Bureau
Tianying Jiuzhou	One of the VIEs	Zhongguancun Science Part High and New Technology Enterprise	Administrative Commission of Zhongguancun Science Park
Yifeng Lianhe	Subsidiary of one of the VIEs	Value-added Telecommunications Business Operating License	Beijing Communications Administration
Yifeng Lianhe	Subsidiary of one of the VIEs	Value-added Telecommunications Business Operating License	Ministry of Industry and Information Technology of the PRC
Yifeng Lianhe	Subsidiary of one of the VIEs	Online Culture Operating Permit	Beijing Municipal Bureau of Culture and Tourism
Yifeng Lianhe	Subsidiary of one of the VIEs	Publication Operation Permit	Beijing Municipal Bureau of Press and Publication
Yifeng Lianhe	Subsidiary of one of the VIEs	Food Operation Licenses	Chaoyang District Market Regulation Administration of Beijing Municipality
Yifeng Lianhe	Subsidiary of one of the VIEs	Internet Medicine Information Service Qualification Certificate	Beijing Municipal Medical Products Administration
Yifeng Lianhe	Subsidiary of one of the VIEs	Telecommunications Code Number Resources Operating Certificate	Ministry of Industry and Information Technology of the People’s Republic of China
Yifeng Lianhe	Subsidiary of one of the VIEs	Filing of Third-party Platform Provider for Online Food Trading	Beijing Municipal Medical Products Administration
Yifeng Lianhe	Subsidiary of one of the VIEs	Filing of Foreign Trade Business Operators	Chaoyang District Commerce Bureau of Beijing Municipality
Yifeng Lianhe	Subsidiary of one of the VIEs	Customs Record Return Receipt for Consignees and Consignors of Import and Export Goods	Chaoyang District Customs District of Beijing Municipality P.R.China
Fengyu Network	Subsidiary of one of the VIEs	Value-added Telecommunications Business Operating License	Beijing Communications Administration
Fengyu Network	Subsidiary of one of the VIEs	Online Culture Operating Permit	Beijing Municipal Bureau of Culture and Tourism
Fengyu Network	Subsidiary of one of the VIEs	Publication Operation Permit	Beijing Municipal Bureau of Press and Publication
Fengyu Network	Subsidiary of one of the VIEs	Permit for Radio and Television Program Production and Operation	Beijing Municipal Radio and Television Bureau

Fengyu Network	Subsidiary of one of the VIEs	Commercial Performance License	Beijing Municipal Bureau of Culture and Tourism
Beijing Fengyue Culture Technology Co., Ltd.	Subsidiary of one of the VIEs	Value-added Telecommunications Business Operating License	Beijing Communications Administration
Beijing Fengyue Culture Technology Co., Ltd.	Subsidiary of one of the VIEs	Online Culture Operating Permit	Beijing Municipal Bureau of Culture and Tourism
Beijing Fengyue Culture Technology Co., Ltd.	Subsidiary of one of the VIEs	Permit for Radio and Television Program Production and Operation	Beijing Municipal Radio and Television Bureau
Beijing Fengyue Culture Technology Co., Ltd.	Subsidiary of one of the VIEs	Publication Operation Permit	Beijing Municipal Bureau of Press and Publication
Shanghai Fengyu Video Technology Co., Ltd.	Subsidiary of one of the VIEs	Value-added Telecommunications Business Operating License	Ministry of Industry and Information Technology of the People's Republic of China
Shanghai Fengyu Video Technology Co., Ltd.	Subsidiary of one of the VIEs	Permit for Radio and Television Program Production and Operation	Beijing Municipal Radio and Television Bureau
Huanyou Tianxia	Subsidiary of one of the VIEs	Telecommunication and Information Services Business License	Beijing Communications Administration
Huanyou Tianxia	Subsidiary of one of the VIEs	Publication Operation Permit	Beijing Municipal Bureau of Press and Publication
Huanyou Tianxia	Subsidiary of one of the VIEs	Food Operation Licenses	Chaoyang District Market Regulation Administration of Beijing Municipality
Fenghuang On-line	Our PRC subsidiary	Certificate of High-tech Enterprise	Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Bureau
Fenghuang On-line	Our PRC subsidiary	Zhongguancun Science Part High and New Technology Enterprise	Administrative Commission of Zhongguancun Science Park
Fenghuang Yutian	Our PRC subsidiary	Certificate of High-tech Enterprise	Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Bureau
Fenghuang Yutian	Our PRC subsidiary	Zhongguancun Science Part High and New Technology Enterprise	Administrative Commission of Zhongguancun Science Park
Fenghuang Borui	Our PRC subsidiary	Certificate of High-tech Enterprise	Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Bureau
Fenghuang Borui	Our PRC subsidiary	Zhongguancun Science Part High and New Technology Enterprise	Administrative Commission of Zhongguancun Science Park

The following is a summary of the most significant PRC laws and regulations that affect our business activities in China or our shareholders' rights to receive dividends and other distributions from us.

### **Foreign Investment Law**

Investment activities in the PRC by foreign investors are principally governed by the Catalogue of Industries for Encouraging Foreign Investment, or the Encouraging Catalogue, and the Special Management Measures (Negative List) for the Access of Foreign Investment, or the Negative List, both of which were promulgated and are amended from time to time by the MOFCOM, and the NDRC. The Encouraging Catalogue and the Negative List lay out the basic framework for foreign investment in China, classifying businesses into three categories with regard to foreign investment: "encourage", "restricted" and "prohibited". Industries not listed in the Encouraging Catalogue and the Negative List are generally deemed as falling into a fourth category "permitted" unless specifically restricted by other PRC laws.

On December 27, 2021, MOFCOM and the NDRC released the Special Management Measures (Negative List) for the Access of Foreign Investment (2021 Version), which became effective on January 1, 2022, to replace the previous Negative List. On December 27, 2020, the MOFCOM and the NDRC released the Catalog of Industries for Encouraging Foreign Investment (2020 Version), which became effective on January 27, 2021, to replace the previous Encouraging Catalogue.

On March 15, 2019, the National People’s Congress promulgated the FIL, which came into effect on January 1, 2020 and the FIL replaced the Old FIE Laws. The FIL, by means of legislation, establishes the basic framework for the access, promotion, protection and administration of foreign investment in view of investment protection and fair competition.

According to the FIL, foreign investment shall enjoy pre-entry national treatment, except for those foreign invested entities that operate in industries deemed to be either “restricted” or “prohibited” in the “negative list”. The FIL provides that foreign invested entities operating in foreign “restricted” or “prohibited” industries will require entry clearance and other approvals. In addition, the FIL does not comment on the concept of “de facto control” or contractual arrangements with variable interest entities, however, it has a catch-all provision under definition of “foreign investment” to include investments made by foreign investors in China through means stipulated by laws or administrative regulations or other methods prescribed by the State Council. Therefore, it still leaves leeway for future laws, administrative regulations or provisions to provide for contractual arrangements as a form of foreign investment. See “Item 3. Key Information—D. Risk Factors— Uncertainties with respect to the PRC legal system and changes in laws and regulations in China could adversely affect us.”

The FIL also provides several protective rules and principles for foreign investors and their investments in the PRC, including, among others, that local governments shall abide by their commitments to the foreign investors; foreign-invested enterprises are allowed to issue stocks and corporate bonds; except for special circumstances, in which case statutory procedures shall be followed and fair and reasonable compensation shall be made in a timely manner, expropriate or requisition the investment of foreign investors is prohibited; mandatory technology transfer is prohibited, allows foreign investors’ funds to be freely transferred out and into the territory of PRC, which run through the entire lifecycle from the entry to the exit of foreign investment, and provide an all-around and multi-angle system to guarantee fair competition of foreign-invested enterprises in the market economy. In addition, foreign investors or the foreign investment enterprise should be imposed legal liabilities for failing to report investment information in accordance with the requirements. Furthermore, the FIL provides that foreign invested enterprises established according to the existing laws regulating foreign investment may maintain their structure and corporate governance within five years after the implementing of the FIL, which means that foreign invested enterprises may be required to adjust the structure and corporate governance in accordance with the current PRC Company Law and other laws and regulations governing the corporate governance.

On December 26, 2019, the State Council promulgated the *Implementation Rules to the Foreign Investment Law*, which became effective on January 1, 2020. The implementation rules further clarified that the state encourages and promotes foreign investment, protects the lawful rights and interests of foreign investors, regulates foreign investment administration, continues to optimize foreign investment environment, and advances a higher-level opening.

On December 30, 2019, the MOFCOM and SAMR, jointly promulgated the *Measures for Information Reporting on Foreign Investment*, which became effective on January 1, 2020. Pursuant to the *Measures for Information Reporting on Foreign Investment*, where a foreign investor carries out investment activities in China directly or indirectly, the foreign investor or the foreign-invested enterprise shall submit the investment information to the competent commerce department.

On December 19, 2020, the MOFCOM and the NDRC, jointly promulgated the *Measures for the Security Review of Foreign Investments*, which took effect on January 18, 2021. Pursuant to the measures, for foreign investments which affect or may affect national security, security review shall be conducted in accordance with the provisions of the measures. The State establishes a working mechanism for the security review of foreign investments (the “Working Mechanism”) to be responsible for organizing, coordinating and guiding the security review of foreign investments. For foreign investments related to important cultural products and services, important information technology and internet products and services, etc., the foreign investors who obtains the actual controlling stake in the investee enterprise or relevant parties in the PRC shall declare to the office of the Working Mechanism prior to implementation of the investments.

### ***Regulation of Telecommunications and Internet Information Services***

The telecommunications industry, including the Internet sector, is highly regulated in the PRC. Regulations issued or implemented by the State Council, the Ministry of Industry and Information Technology, or MIIT (formerly the Ministry of Information Industry, or MII), and other relevant government authorities cover many aspects of operation of telecommunications and Internet information services, including entry into the telecommunications industry, the scope of permissible business activities, licenses and permits for various business activities and foreign investment.

The principal regulations governing the telecommunications and Internet information services we provide in the PRC include:

*Telecommunications Regulations* (2016, revised), or the Telecom Regulations. The Telecom Regulations categorize all telecommunications businesses in the PRC as either basic or value-added. Value-added telecommunications services are defined as telecommunications and information services provided through public network infrastructures. The currently effective “Catalog of

Telecommunications Business”, an attachment to the Telecom Regulations, categorizes various types of telecommunications and telecommunications-related activities into basic or value-added telecommunications services, according to which, Internet information services, or ICP services, are classified as value-added telecommunications businesses. Under the Telecom Regulations, commercial operators of value-added telecommunications services must first obtain an operating license for value-added telecommunications services, or the ICP License, from MIIT or its provincial level counterparts.

*Administrative Measures on Internet Information Services* (2011, revised), or the Internet Measures. According to the Internet Measures, a commercial ICP service operator must obtain an ICP License from MIIT or its provincial level counterparts before engaging in any commercial ICP service in PRC. When the ICP service involves areas of news, publication, education, medicine, health, pharmaceuticals, medical equipment and other industry and, if required by relevant laws and regulations, prior approval from the respective regulatory authorities must be obtained prior to applying for the ICP License. Moreover, an ICP service operator must display its ICP License number in a conspicuous location on its websites.

*Opinions on Further Compacting the Main Responsibility of Website Platform Information Content Management, or the Opinions on Website Responsibility* (2021). On September 15, 2021, the CAC issued the *Opinions on Website Responsibilities*, which took effect on the same date. These opinions systematically put forward the work requirements for the website platform to perform the main responsibility of information content management, mainly including ten specific contents: (i) clearly grasp the connotation of the main responsibility; (ii) improve the platform community rules; (iii) strengthen the standardized management of accounts; (iv) improve the content review mechanism; (v) improve the quality of information content; (vi) standardize the dissemination of information content; (vii) strengthen the management of key functions; (viii) insist on operating in compliance with laws and regulations; (ix) strictly protect minors on the Internet; and (x) strengthen the construction of the personnel team. Besides, these opinions further put forward specific requirements for the website platform to perform the main responsibility.

*Administrative Provisions on Internet Information Service Algorithm Recommendation* (2022). The Administrative Provisions on Internet Information Service Algorithm Recommendation implements classification and hierarchical management for algorithm recommendation service providers based on various criteria, and stipulates that algorithm recommendation service providers with public opinion attributes or social mobilisation capabilities shall submit the relevant information within ten business days from the date of providing such services and go through the record-filing formalities. Algorithmic recommendation service providers are required to provide users with options that are not specific to their personal characteristics, or provide users with convenient options to cancel algorithmic recommendation services. If the users choose to cancel the algorithm recommendation service, the algorithm recommendation service provider shall immediately stop providing relevant services. Algorithmic recommendation service providers shall provide users with the function to select or delete user labels of personal characteristics which are used for algorithmic recommendation services. In violation of such provisions, the algorithm recommendation service providers may be ordered to effect rectification by the relevant competent authorities; where they fail to effect rectification or if the circumstances are serious, a fine of no less than RMB10,000 but no more than RMB100,000 may be imposed, and the relevant competent authorities may order them to suspend information updating. As of the date of this annual report, we are in the process of such record-filing formalities. There is uncertainty as to whether we will be able to complete such record-filing.

*Administrative Measures for Telecommunications Business Operating License* (2017, revised), or the Telecom License Measures. Pursuant to the Telecom License Measures, an ICP service operator conducting business within a single province must apply for the ICP License from MIIT’s applicable provincial level counterpart, while that providing ICP services across provinces must apply for Trans-regional ICP License directly from MIIT. The appendix to the ICP License should detail the permitted activities to be conducted by the ICP service operator. An approved ICP service operator must conduct its business in accordance with the specifications recorded on its ICP License. The ICP License is subject to annual report, an ICP service operator shall report certain information to the issuing authorities through the Administrative Platforms in the first quarter every year, such information includes the business performance of the telecommunications business in the previous year; the actual progress in network building-up, business development, turnover of staff and institutional restructuring; the service quality; the actual implementation of the network and information security guarantee systems and measures; the actual implementation of the relevant provisions of MIIT and other information required to be reported to the issuing authorities. An ICP service operator shall be responsible for the authenticity of the information in the annual report.

*Regulations for Administration of Foreign-Invested Telecommunications Enterprises* (2022, revised), or the FITE Regulations, which will take effect on May 1, 2022. Under the FITE Regulations, a foreign entity is prohibited from owning more than 50% of the total equity interests in any value-added telecommunications service business in the PRC.

*Notice on Strengthening the Administration of Foreign Investment in Value-added Telecommunications Services* (2006), or the MIIT 2006 Notice. Under the MIIT 2006 Notice, a domestic PRC company that holds an ICP License is prohibited from leasing, transferring or selling the ICP License to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors that conduct value-added telecommunications business illegally in the PRC. Further, the domain names and registered trademarks used by an operating company providing value-added telecommunications service must

be legally owned by such company and/or its shareholders. In addition, such company's operation premises and equipment should comply with its approved ICP License, and such company should establish and improve its internal Internet and information security policies and standards and emergency management procedures. After the promulgation of the MIIT 2006 Notice in July 2006, the MIIT issued a subsequent notice in October 2006, or the MIIT October Notice, urging value-added telecommunication service operators to conduct self-examination regarding any noncompliance with the MIIT 2006 Notice prior to November 1, 2006.

We have designed proprietary logos for use in the respective businesses of Tianying Jiuzhou and Yifeng Lianhe. As of March 31, 2022, Tianying Jiuzhou owned 487 PRC registered trademarks, six of which were transferred to it from Phoenix Satellite Trademark Limited, and Yifeng Lianhe owned 50 PRC registered trademarks. Tianying Jiuzhou and Yifeng Lianhe continue to use certain of Phoenix TV's logos that are licensed from Phoenix Satellite Television Trademark Limited. Therefore, we are currently not in compliance with the MIIT 2006 Notice.

All "ifeng" related trademarks used by our company have been transferred to Tianying Jiuzhou and Yifeng Lianhe. In addition, we will continue to examine the possibility of the transferring to the VIEs or their respective subsidiaries all or part of the ownership of additional licensed logos currently used by them in a manner that would meet the requirements of PRC trademark regulations in due course in the future. For information about the risks related to our use of licensed trademarks, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—The VIEs and their respective shareholders do not own all the trademarks used in their value-added telecommunications services, which may subject them to revocation of their licenses or other penalties or sanctions."

*Measures for the Administration of Commercial Websites Filings for Record* (2004) was promulgated by Beijing Administration of Industry and Commerce on October 1, 2004. Under these measures, commercial websites operated by ICP service operators registered in Beijing must: (i) file with the Beijing Administration of Industry and Commerce and obtain electronic registration marks, and (ii) place the registration marks on their websites' homepages.

In order to comply with these PRC laws and regulations, we operate our commercial websites through Tianying Jiuzhou, one of the VIEs. Tianying Jiuzhou holds an ICP License and owns the material domain names for our value-added telecommunications business. In addition, Tianying Jiuzhou completed the necessary filing with the relevant Administration of Industry and Commerce to obtain the electronic registration mark for our websites and has placed the registration mark on the websites homepage. Tianying Jiuzhou has completed all necessary registrations and approvals for its use of such material domain names.

Under various laws and regulations governing ICP services, ICP services operators are required to monitor their websites. They may not produce, duplicate, post or disseminate any content that falls within the prohibited categories and must remove any such content from their websites, including any content that:

- opposes the fundamental principles determined in the PRC's Constitution;
- compromises state security, divulges state secrets, subverts state power or damages national unity;
- harms the dignity or interests of the State;
- incites ethnic hatred or racial discrimination or damages inter-ethnic unity;
- sabotages the PRC's religious policy or propagates heretical teachings or feudal superstitions;
- disseminates rumors, disturbs social order or disrupts social stability;
- propagates obscenity, pornography, gambling, violence, murder or fear or incites the commission of crimes;
- insults or slanders a third party or infringes upon the lawful rights and interests of a third party; or
- includes other content prohibited by laws or administrative regulations.

The PRC government may shut down the websites of ICP License holders that violate any of the above restrictions and requirements, revoke their ICP Licenses or impose other penalties pursuant to applicable law.

In order to comply with these PRC laws and regulations, we have adopted internal procedures to monitor content displayed on our PC websites, mobile applications, mobile websites and third-party platform accounts. However, because the definition and interpretation of prohibited content is in many cases vague and subjective, it is not always possible to determine or predict what content might be prohibited under existing restrictions or restrictions that might be imposed in the future and we may be subject to penalties for such content. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—The



Chinese government may prevent us from advertising or distributing content, including UGC, that it believes is inappropriate and we may be subject to penalties for such content or we may have to interrupt or stop the operation of our PC websites, mobile applications, mobile websites and third-party platform accounts.”

### **Regulation of Online Transmission of Audio-Visual Programs**

Pursuant to the *Certain Decisions on the Entry of the Non-State-owned Capital into the Cultural Industry*, and the *Several Opinions on Canvassing Foreign Investment into the Cultural Sector* promulgated in 2005 non-State-owned capital and foreign investors are not allowed to conduct the business of transmitting audio-visual programs via an information network. On March 23, 2021, NRTA issued the revised *Administrative Provisions on Audio-Visual Program Services through Private Network and Targeted Communication, or the 2021 A/V Provisions*. Pursuant to these provisions, “audio-visual program services through private network and targeted communication” refer to radio and TV program and other audio-visual program services to a targeted audience with all types of fixed or mobile electronic equipment, such as TV, cellphone, as terminal recipients, and through setting up virtual private network through local area networks and Internet or with Internet and other information networks as targeted transmission channels, including the provision of contents, integrated broadcast control, transmission and distribution, and other activities conducted by such forms as Internet protocol television (IPTV), private network mobile TV, and Internet TV. Any provider who engages in aforesaid service must obtain a license from NRTA. Foreign-invested enterprises are not allowed to engage in the above business.

On December 20, 2007, SARFT and MII jointly promulgated the *Administrative Provisions on Internet Audio-visual Program Service*, or the *Audio-visual Program Provisions*, which came into effect on January 31, 2008 and was revised on August 28, 2015. The *Audio-Visual Program Provisions* apply to the provision of audio-visual program services to the public via the Internet (including mobile network) in China. Providers of Internet audio-visual program services are required to obtain a License for Online Transmission of Audio-Visual Programs issued by SAPPRFT or complete certain registration procedures with SAPPRFT. Providers of Internet audio-visual program services are generally required to be either State-owned or State-controlled by the PRC government, and the business to be carried out by such providers must satisfy the overall planning and guidance catalog for Internet audio-visual program service determined by SAPPRFT. In a press conference jointly held by SARFT and MII to answer questions with respect to the *Audio-Visual Program Provisions* in February 2008, SARFT and MII clarified that providers of Internet audio-visual program services who engaged in such services prior to the promulgation of the *Audio-Visual Program Provisions* are eligible to register their business and continue their operation of Internet audio-visual program services so long as such providers have not been in violation of laws and regulations.

On May 21, 2008, SARFT issued a *Notice on Relevant Issues Concerning Application and Approval of Licenses for Online Transmission of Audio-Visual Programs*, which was revised on August 28, 2015. The notice sets forth detailed provisions concerning the application and approval process for the License for Online Transmission of Audio-Visual Programs. The notice also states that providers of Internet audio-visual program services who engaged in such services prior to the promulgation of the *Audio-Visual Program Provisions* are eligible to apply for the license as long as their violation of the laws and regulations is minor and can be rectified in a timely manner and they have no records of violation during the three months prior to the promulgation of the *Audio-Visual Program Provisions*.

On December 28, 2007, SARFT issued the *Notice on Strengthening the Administration of TV Dramas and Films Transmitted via the Internet*, or the *Notice on Dramas and Films*. According to this notice, if audio-visual programs published to the public through an information network fall under the film and drama category, the requirements of the Permit for Issuance of TV Dramas, Permit for Public Projection of Films, Permit for Issuance of Cartoons or academic literature movies and Permit for Public Projection of Academic Literature Movies and TV Plays will apply accordingly. In addition, providers of such services should obtain prior consents from copyright owners of all such audio-visual programs.

Further, on March 30, 2009, SARFT issued the *Notice on Strengthening the Administration of the Content of Internet Audiovisual Programs*, or the *Notice on Content of A/V Programs*, which reiterates the requirement of obtaining the relevant permit for publishing audio-visual programs to the public through an information network, and prohibits certain types of Internet audio-visual programs from containing violence, pornography, gambling, terrorism, superstitious or other hazardous contents.

On March 10, 2017, SAPPRFT issued the *Internet Audio-visual Program Services Categories (Provisional)*, or the *Provisional Categories*, which classifies Internet audio-visual programs into four categories.

In addition, on November 18, 2019, the State Internet Information Office, MTC and the State Administration of Radio and Television jointly promulgated the *Notice on Promulgation of the Administrative Provisions on Online Audio and Video Information Services* to further strengthen the supervision and management of network audio-visual information services, pursuant to which the online audio and video information service providers shall establish and improve their systems in respect of user registration,

information release review, information security management, emergency response, protection of intellectual property rights and mechanisms to refute rumors.

In order to comply with these laws and regulations, Tianying Jiuzhou submitted an application to SAPPFRFT for the License for the Online Transmission of Audio-Visual Programs. However, we have not been granted such license as to the date of this annual report and cannot assure you that we may be able to obtain one. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet audio-visual program transmission license has exposed, and may continue to expose, us to administrative sanctions, including the banning of our paid mobile video services and video advertising services, which would materially and adversely affect our business and results of operation.”

#### **Regulation of Foreign Television Programs and Satellite Channels**

Broadcast of foreign television programs is strictly regulated by NRTA (formerly the SAPPFRFT). On August 11, 1997, the State Council promulgated the *Administrative Regulations on Television and Radio*, which was last revised on November 29, 2020, under which any foreign television drama or other foreign television program to be broadcast by television or radio stations is subject to the prior inspection and approval by SAPPFRFT or its authorized entities. On June 18, 2004, SARFT promulgated the *Administrative Measures on the Landing of Foreign Satellite Television Channels*, which was revised on October 29, 2020, pursuant to which foreign satellite television channels can only be broadcast in three-star (or above) hotels for foreigners or departments exclusively for the residence of foreigners or other specific areas, and prior broadcasting approval for such limited landing must be obtained from SAPPFRFT.

In addition, on September 23, 2004, SARFT promulgated the *Administrative Regulations on the Introduction and Broadcasting of Foreign Television Programs*, pursuant to which only organizations designated by SAPPFRFT are qualified to apply to SAPPFRFT or its authorized entities for introduction or broadcasting of foreign television dramas or foreign television programs. Approval of such application is subject to the general plan of SAPPFRFT and the content of such foreign television dramas or programs may not in any way threaten the national security or violate any laws or regulations.

The 2004 Internet A/V Measures explicitly prohibit Internet service providers from broadcasting any foreign television or radio program over an information network and state that any violation may result in warnings, monetary penalties or, in severe cases, criminal liabilities. On November 19, 2009, SARFT issued a notice to extend the prohibition to broadcasting foreign television programs via mobile phones. However, pursuant to several notices issued by SARFT, such as the *Notice on Dramas and Films* and the *Notice on Content of A/V Programs* referenced above under “Regulation of Online Transmission of Audio-visual Programs”, foreign audio-visual programs may be published to the public through the Internet, provided that such foreign audio-visual programs comply with the regulations on administration of radios, films and television, and that the relevant permits required by PRC laws and regulations, such as the Permit for Issuance of TV Dramas, Permit for Public Projection of Films, Permit for Issuance of Cartoons or academic literature movies and Permit for Public Projection of Academic Literature Movies and TV Plays, have been obtained for such foreign audio-visual programs. The promulgation of the *Notice on Dramas and Films* and the *Notice on Content of A/V Programs* implies that the absolute restriction against broadcasting foreign television or radio programs on the Internet as set forth in the 2004 Internet A/V Measures has been lifted.

On March 23, 2021, NRTA issued the 2021 A/V Provisions, which replaced 2016 A/V Provisions. The 2021 A/V Provisions does not explicitly regulate whether broadcasting foreign television program is permitted.

Some of the video, image and text contents on our PC websites, mobile applications, mobile websites and third-party platform accounts are foreign content and we currently do not have any approval from SAPPFRFT for introducing and broadcasting foreign TV content into China and cannot assure you that we may be able to obtain such approval if required to do so. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain NRTA’s approval for introducing and broadcasting foreign television programs could have a material adverse effect on our ability to conduct our business.”

#### **Regulation of the Production of Radio and Television Programs**

On July 19, 2004, SARFT promulgated the *Regulations on the Administration of Production and Operation of Radio and Television Programs*, or the Radio and TV Programs Regulations, which came into effect as of August 20, 2004 and was last revised on October 29, 2020. Under the Radio and TV Programs Regulations, any entities that engage in the production of radio and television programs are required to apply for a license from SAPPFRFT or its provincial branches. Entities with the Permit for Production and Operation of Radio and TV Programs must conduct their business operations in strict compliance with the approved scope of production and operation. Furthermore, entities other than radio and TV stations are strictly prohibited from producing radio and TV programs covering contemporary political news or similar subjects and columns.

Tianying Jiuzhou has been granted a Permit for Production and Operation of Radio and TV Programs, with a permitted scope including the production of animations, featured shows and entertainment programs.

### ***Regulation of Online Cultural Activities and Internet Music***

The MOC promulgated the new *Provisional Measures on Administration of Internet Culture* on May 10, 2003, or the Internet Culture Measures, which was further amended in 2011 and 2017. The latest amended Internet Culture Measures become effect on December 15, 2017. The Internet Culture Measures apply to entities that engage in activities related to “online cultural products”. “Online cultural products” are classified as cultural products produced, disseminated and circulated via the Internet that include: (i) online cultural products specifically produced for the Internet, such as online music entertainment, network games, network performance programs, online performing arts, online artworks and online animation features and cartoons; and (ii) online cultural products that are converted from music entertainment, games, performance programs, performing arts, artworks and animation features and cartoons and disseminated via the Internet. Pursuant to the Internet Culture Measures, an entity that intends to commercially engage in any of the following types of activities are required to obtain an Online Culture Operating Permit from the applicable provincial level culture administrative authority:

- the production, duplication, import, distribution or broadcasting of online cultural products;
- the publication of online cultural products on the Internet or transmission of online cultural products via an information network, such as the Internet and mobile networks, to a computer, fixed-line or mobile phones, television sets or gaming consoles for the purpose of browsing, reviewing, using or downloading such products by online users; or
- exhibitions or contests related to online cultural products.

The *Administration Rules of Publication of Electronic Publication Rules*, or the Electronic Publication Rules, regulate the production, publishing and importation of electronic publication in the PRC and outline a licensing system for business operations involving electronic publishing. If a PRC company is contractually authorized to publish foreign electronic publications, it must obtain the approval of, and register the copyright license contract with, SAPPRFT.

On February 4, 2016, the SAPPRFT and the MIIT jointly issued the *Administrative Measures on Network Publication Service*, which took effect in March 2016 and replaced the *Tentative Administrative Measures on Internet Publication*. Pursuant to the Administrative Measures on Network Publication Service, Internet publishers must be approved by and obtain a Network Publication Service License from SAPPRFT in order to provide network publication services.

On December 2, 2016, the MCT issued the *Administrative Measures for Business Activities of Online Performances*, which became effective on January 1, 2017. According to these measures, an operator of online performances shall apply for Online Culture Operating Permit with the competent provincial administrative cultural department, and the business scope indicated on the Online Culture Operating Permit shall clearly include online performances. In addition, an operator of online performances shall present the number of its Online Culture Operating Permit in a prominent position on the homepage of its websites.

On November 20, 2006, the MCT issued *Several Suggestions on the Development and Administration of the Internet Music*, or the Suggestions, which became effective on November 20, 2006. The Suggestions, among other things, reiterate the requirement for Internet service providers to obtain an Online Culture Operating Permit to operate any business involving Internet music products. In addition, foreign investors are prohibited from operating Internet culture businesses. However, the laws and regulations on Internet music products are still evolving, and there have not been any provisions stipulating whether or how music videos will be regulated by the Suggestions.

On August 18, 2009, the MCT issued the *Notice on Strengthening and Improving the Content Review of Online Music*. According to this notice, only “Internet culture operating entities” approved by the MCT may engage in the production, release, dissemination (including providing direct links to music products) and importation of online music products. Online music content shall be reviewed by or filed with the MCT. Internet culture operating entities should establish a strict system for self-monitoring online music content and set up a special department in charge of such monitoring.

Tianying Jiuzhou provides Internet music products on our PC websites, mobile applications, mobile websites and third-party platform accounts. As of the date of this annual report, Tianying Jiuzhou has been granted an Online Culture Operating Permit with a permitted scope including the operation of online music, art and entertainment products, art products, play performance, animation products, organization of exhibition or race of the online cultural products and performances. The Network Publication Service

License of Tianying Jiuzhou has expired, and Tianying Jiuzhou is in the process of applying for renewal of such license. There is uncertainty as to whether Tianying Jiuzhou will be able to renew such license.

In addition, to comply with the laws and regulations on the content requirements of Internet music products, our content examination team reviews the content of online music products provided on our PC websites, mobile applications, mobile websites and third-party platform accounts.

### ***Regulation of Internet News Dissemination***

Pursuant to the *Provisional Regulations for the Administration of Internet Websites Engaging in News Publication Services*, promulgated by the State Council Information Office, or the SCIO, and MII, which became effective as of November 6, 2000 websites established by non-news organizations may publish news released by certain official news agencies but may not publish news generated by themselves or news sourced elsewhere. In order to disseminate news, such websites must satisfy the relevant requirements set forth in the applicable regulations and have acquired approval from SCIO after securing permission from the news office of the provincial-level government. In addition, websites intending to publish news released by the aforementioned news agencies must enter into agreements with the respective organizations, and file copies of such agreements with the news office of the provincial-level government.

On November 4, 2016, the State Internet Information Office issued the *Provisions on the Administration of Online Live-streaming Services*, which became effective on December 1, 2016. According to these provisions, online live-streaming service providers shall obtain an Internet news license, and carry out Internet news information services within the permissible scope of the license; those who provide online performances, Internet video and audio programs and other online live-streaming services shall also obtain relevant licenses as required by laws and regulations. Online live-streaming service providers shall examine and verify the real identity information of online live-streaming service publishers and establish platforms for reviewing live-streaming content, exercise oversight over Internet news information live-streams and its interactive content following the principle of examination first and issuance later. In addition, online live-streaming service providers shall strengthen real-time management of live interactions and equip corresponding administrative staff.

On February 9, 2021, CAC and other six authorities issued the *Guiding Opinions on Strengthening the Standardized Management of Network Live Broadcasting*, according to which, live streaming platforms that carry out business-oriented online performance activities must hold the online culture operating permit and carry out ICP filing; live streaming platforms that carry out network audio-visual program services must hold the audio-visual program transmission license (or complete the registration in the national network audio-visual platform information registration management system) and carry out ICP filing; live streaming platforms that carry internet news information service must hold Internet news information service license. Live streaming platforms shall file with local cyberspace administration office in a timely manner, and shall cancel its filing immediately after it ceases to provide live streaming services.

On May 2, 2017, the CAC issued the *Provisions on Administration over the Internet News Information Services*, which became effective on June 1, 2017 and replaced the *Provisions for the Administration of Internet News Information Services*, promulgated by the SCIO, and MII, which became effective as of September 25, 2005. In addition, CAC issued the *Implementing Rules for the Administration of the Licensing for Internet News Information Services* on May 22, 2017, which became effective as of June 1, 2017. According to these regulations, Internet news information services are divided into three categories: collecting, editing and releasing Internet news information service; reposting Internet news information and providing platforms to disseminate such news information. Anyone who intends to provide the public with news information services on the Internet via Internet websites, applications, forums, blogs, micro-blogs, official accounts, instant messaging tools, network-based broadcast, etc. shall obtain an Internet news license, and is forbidden to carry out any activities concerning Internet news information services without the permit or beyond the permitted scope. Where such an applicant is an entity other than a news entity, or a party whose entity-in-charge is a news publicity department, the application shall first be subject to preliminary examination by the applicable cyberspace administrator at the provincial level, and thereafter be examined and approved by the CAC. No organization may establish the Internet news information service entity in the form of a Sino-foreign equity joint venture, Sino-foreign cooperative joint venture or wholly foreign-invested enterprise. When an Internet news information service entity cooperates with a Sino-foreign equity joint venture, Sino-foreign cooperative joint venture or wholly foreign-invested enterprise, such cooperation shall be submitted to the CAC for security assessment. In addition, an Internet news information service provider shall request its users to submit their real identification information in accordance with the provisions of the Cyber Security Law, provided that it provides such users with a platform to disseminate news information on the Internet. Where any user refuses to provide its real identification information, the Internet news information service provider is not allowed to provide it with relevant services.

On March 12, 2022, the NDRC and MOFCOM jointly issued the *Negative List for Market Access (2022 Edition)*, pursuant to which, market entities are prohibited from illegally conducting news media related businesses. To be specific, non-State-owned capital shall not: (i) be engaged in business of news gathering, editing and broadcasting; (ii) invest in the establishment and operation of news organizations; (iii) operate the layout, frequency, channel, column and public account of news organizations; (iv) be engaged in live broadcasting related to politics, economics, military, diplomatic or related to major social, cultural, scientific and technological, health, education, sports activities and events and other activities and events related to political discretion, direction of public opinion and value orientation; (v) introduce news released by foreign subjects; or (vi) hold forum, summit or award selection activities in the field of news and public opinion.

In order to comply with these laws and regulations, we submitted an application to CAC for the Internet news license and we have been trying our best to obtain the license. However, we have not been granted such license as of the date of this annual report and cannot assure you that we may be able to obtain one. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Our lack of an Internet news license may expose us to administrative sanctions, including an order to cease our Internet information services that provide political news or to cease the Internet access services provided by third parties to us.”

### **Regulation of Publication Operation**

On March 25, 2011, GAPP and MOFCOM jointly issued the *Administrative Measures for the Publication Market*, or the Publication Market Measures (2011 Version), pursuant to which any entity or individual engaging in the wholesale or retail of books, newspaper, magazines, electronic publications and audio and video products must obtain an approval from the relevant press and publication administrative authority and receive a Publication Operation Permit. An enterprise that has obtained a Publication Operation Permit is not required to obtain any special permission if it utilizes the Internet and other information networks to sell such publications, but must file with the relevant press and publication administrative authority within 15 days following its commencement of operations on the Internet. Foreign investors may engage in the distribution of audio and video products in China only in the form of contractual joint ventures between foreign and Chinese investors. Due to these measures, we engage in retail of books, newspaper, magazines, electronic publications and audio and video products through Tianying Jiuzhou and wholesale and retail of books, newspaper, magazines and electronic publications through Yifeng Lianhe. Each of Tianying Jiuzhou and Yifeng Lianhe has obtained a Publication Operation Permit.

On May 31, 2016, SAPPRFT and MOFCOM jointly promulgated the *Administrative Measures for the Publication Market (2016 Version)*, or Publication Market Measures (2016 Version), which replaced the Publication Market Measures (2011 Version). According to the Publication Market Measures (2016 Version), entities and individuals engaged in the wholesale or retail of publications shall carry out the relevant activities on the strength of an operation permit for publications. Where an entity or individual is engaged in the distribution of publications via the Internet or other information networks, it or he/she shall obtain the operation permit for publications; where an entity or individual that has obtained the operation permit for publications is engaged in the distribution of publications via the Internet or other information networks within the approved business scope, it or he/she shall go through the record-filing formalities with the publication administrative department that granted approval within 15 days after

launching the online distribution business. Pursuant to the Publication Market (2016 Version), foreign-invested enterprises are allowed to engage in the distribution of publications.

### ***Regulation of Network Publication***

NPPA (formerly the SAPPRFT) is the government agency regulating publishing activities in the PRC. In February 2016, the SAPPRFT and the MIIT jointly issued the Administrative Measures on Network Publication Service, which took effect in March 2016 and replaced the *Tentative Administration Measures on Internet Publication*. The Administrative Measures on Network Publication Service further strengthen and expand supervision over and management of network publication services, and require Internet publishers to be approved by and obtain a Network Publication Service License from SAPPRFT. Pursuant to the Administrative Measures on Network Publication Service, “network publication services” refers to activities including providing network publications to the public through information network, and “network publications” refers to digitalized works with publishing features such as editing, producing and processing. The Administrative Measures on Network Publication Service also detailed qualifications and application procedures for obtaining a Network Publication Service License.

### ***Regulation of Short Message Services***

MII issued the *Notice on Certain Issues Regarding Standardizing Short Message Services* on April 15, 2004, specifying that only those information service providers holding the relevant license can provide short message services in the PRC. Such notice also specifies that information service providers shall examine the contents of short messages and automatically record and keep for five months the time of sending and receiving the short messages, the mobile numbers or codes of the sending terminal and receiving terminal of the short messages.

MIIT issued the Administrative Provisions on Short Message Services for Communication on May 19, 2015, which became effective on June 30, 2015. According to such provisions, an entity shall obtain relevant telecommunications business license (“the relevant licenses”) to engage in short message service.

In order to comply with these laws and regulations, Tianying Jiuzhou and Yifeng Lianhe have obtained the relevant licenses, for provision of information via mobile networks. In addition, we have certain personnel to examine and screen on contents of short messages and keep the relevant records as required by the law.

### ***Regulation of Telecommunications Networks Code Number Resources***

On January 29, 2003, MII issued the *Administrative Measures on Telecommunications Networks Code Number Resources*, or the Code Number Measures, which was revised on September 23, 2014, to regulate code numbers, including those of mobile communications networks. According to such administrative measures, entities which apply for code numbers to be used in a trans-provincial range shall apply to MIIT, and entities which apply for code numbers to be used within provincial-level administrative regions shall apply to MIIT at the provincial level. Such administrative measures also specify the qualification requirements for code number applicants, required application materials and the application procedures.

In June 2006, MII issued the *Administrative Measures on Application, Distribution, Usage and Withdrawal of SMS Services Access Codes*. According to such administrative measures, the administration and usage of services relating to SMS short codes shall comply with the Code Number Measures. Such administrative measures also specify that operators who provide services relating to SMS short codes across provinces or in the territory of the whole country shall file with the relevant provincial-level counterparts of MII.

Each of Tianying Jiuzhou and Yifeng Lianhe has been granted the code numbers to be used in a trans-provincial range and has completed the filing in all of the provinces in the PRC.

### ***Regulation of Certain Internet Content***

#### ***Internet Medicine Information***

The *Administration Measures on Internet Medicine Information Service* issued by the State Food and Drug Administration, or the SFDA, and related implementing rules and notices govern the classification, application, approval, contents, qualifications and requirements for Internet medicine information services. An ICP service operator that provides information regarding medicine or medical equipment must obtain an Internet Medicine Information Service Qualification Certificate from the applicable provincial level counterpart of SFDA.

Certain of our advertising services contain drug-related information. As of the date of this annual report, YiFeng Lianhe has obtained an Internet Medicine Information Service Qualification Certificate from Beijing Municipal Medical Products Administrative. However, Tianying Jiuzhou does not have such qualification certificate. We cannot assure you that Tianying Jiuzhou may be able to obtain it. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to obtain certain permits for our advertising services that contain drug-related information would subject us to penalties.”

### **Regulation of Internet Privacy**

The PRC Constitution states that PRC law protects the freedom and privacy of communications of citizens and prohibits the infringement of such rights. In recent years, PRC government authorities have passed regulations on Internet use to protect personal information from unauthorized disclosure. The Internet Measures prohibit an ICP service operator from insulting or slandering a third party or infringing upon the lawful rights and interests of a third party. The regulations also authorize the relevant telecommunications authorities to order ICP service operators to rectify unauthorized disclosures. ICP service operators are subject to legal liability if unauthorized disclosure results in damages or losses to users. The PRC government, however, has the power and authority to order ICP service operators to turn over personal information if an Internet user posts any prohibited content or engages in illegal activities on the Internet. Pursuant to the *Information Protection Decision* issued by the Standing Committee of the National People’s Congress of the PRC and the *Order for the Protection of Telecommunication and Internet User Personal Information* issued by MIIT on July 16, 2013, or the Order, any collection and use of user personal information shall be subject to the consent of the user, abide by the principles of legality, rationality and necessity and be within the specified purposes, methods and scope. The *Information Protection Decision* and the Order further state that Internet service providers and other enterprises and institutions must keep users’ personal information that is gathered in the course of their business activities confidential and are further prohibited from divulging, tampering or destroying of any such information, or selling or providing such information to other parties. Any violations of the *Information Protection Decision* or the Order may subject such companies to penalties such as warnings, fines, confiscation of its unlawful income, revocation of licenses, cancellation of filings, shutdown of their websites or even criminal liabilities.

On May 28, 2020, the National People’s Congress approved the *Civil Code of the PRC*, or the Civil Code, which came into effect on January 1, 2021. Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual that needs to obtain personal information of others shall obtain such information legally and ensure the safety of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase or sell, provide or make public personal information of others.

The *Personal Information Protection Law* (the “PIPL”) was released by the National People’s Congress Standing Committee on August 20, 2021 and became effective on November 1, 2021. The PIPL stipulates the scope of personal information and the ways of processing personal information, establishes rules for processing personal information and for transferring personal information offshore, and clarifies the individual’s rights and the processor’s obligations in the process of personal information. The PIPL specifically provides rules for processing sensitive personal information. Sensitive personal information refers to personal information that, once leaked or illegally used, could easily lead to the infringement of human dignity or harm to the personal or property safety of an individual, including biometric recognition, religious belief, specific identity, medical and health, financial account, personal whereabouts and other information of an individual, as well as any personal information of a minor under the age of 14. Only where there is a specific purpose and sufficient necessity, and under circumstances where strict protection measures are taken, may personal information processors process sensitive personal information. A personal information processor shall inform the individual of the necessity of processing such sensitive personal information and the impact thereof on the individual’s rights and interests.

Our platforms are open to Internet users for uploading text and images. As a result, content posted by our users may expose us to allegations by third parties of invasion of privacy. Though our users agree not to use our services in a way that is illegal, given the volume of content uploaded, it is not possible to identify and remove all potentially infringing content uploaded by our users and we may therefore be subject to litigations or claims in connection with invasion of user privacy.

### **Regulation of Advertising Business**

The State Administration for Market Regulation, or SAMR, is the government agency responsible for regulating advertising activities in the PRC.

According to *PRC Advertisement Law* and relevant rules and regulations, companies that engage in advertising activities must obtain from SAMR or its local branches a business license which specifically includes advertising within its business scope. PRC advertising laws and regulations set forth certain content requirements for advertisements in the PRC including, among other things, prohibitions on false or misleading content, superlative wording, socially destabilizing content or content involving obscenities, superstition, violence, discrimination or infringement of the public interest. Advertisers, advertising agencies, and advertising distributors are required to ensure that the content of the advertisements they prepare or distribute is true and in full compliance with applicable law. In providing advertising services, advertising operators and advertising distributors must review the supporting

documents provided by advertisers for their advertisements and verify that the content of the advertisements complies with applicable PRC laws and regulations. Prior to distributing advertisements that are subject to government censorship and approval, advertising distributors are obligated to verify that such censorship has been performed and approval has been obtained. The release or delivery of advertisements through the Internet shall not impair the normal use of the users. Advertisements released in pop-up forms on a webpage and other forms shall indicate the close flag in prominent manner and ensure one-key close. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to eliminate the effect of illegal advertisement. In circumstances involving serious violations, SAIC or its local branches may revoke violators' business licenses.

On July 4, 2016, SAIC issued the *Interim Measures for the Administration of Internet Advertising* to regulate Internet advertising activities, which became effect on September 1, 2016. According to these measures, no advertisement of any medical treatment, medicines, foods for special medical purpose, medical apparatuses, pesticides, veterinary medicines, dietary supplement or other special commodities or services which are subject to examination by an advertising examination authority as stipulated by laws and regulations shall be published unless it has passed such examination. In addition, no entity or individual may publish any advertisement of prescription drugs or tobacco by means of the Internet. An Internet advertisement shall be identifiable and clearly identified as an "advertisement" so that consumers will know that it is an advertisement. Paid search advertisements shall be clearly distinguished from natural search results. In addition, the following violations shall be forbidden in Internet advertising activities: providing or using any application programs or hardware to intercept, filter, cover, fast forward or otherwise restrict any authorized advertisement of other persons; using network pathways, network equipment or applications to disrupt the normal data transmission of advertisements, alter or block authorized advertisements of other persons or load advertisements without authorization; or using false statistical data, transmission effect or Internet medium prices to induce incorrect quotations, seek undue interests or damage the interests of other persons. Internet advertisement publishers shall verify related supporting documents, check the contents of the advertisement and be prohibited from publishing any advertisement with nonconforming contents or without all the necessary certification documents. Internet information service providers that are not involved in Internet advertising business activities but simply provide information services shall stop any attempt to publish an advertisement through their information services when they know, or should reasonably know, that such advertisement is illegal.

On December 24, 2019, SAMR issued the *Interim Measures for the Censorship of Advertisements on Drugs, Medical Devices, Dietary Supplements and Formula Foods for Special Medical Purpose*, which came into effect on March 1, 2020. The Interim Measures respectively regulated the content of advertisement on drugs, medical devices, dietary supplements and formula foods for special medical purpose, and reiterated the advertisements on aforementioned special products shall be true and legal without any false or misleading information. In addition, the Interim Measures stipulated the SAMR is responsible for organizing and guiding the censorship of the advertisement on drugs and other aforementioned special products, no advertisement on drugs or other aforementioned special products may be allowed to be published without undergoing censorship.

Pursuant to the *PRC Anti-Unfair Competition Law* promulgated by the Standing Committee of the National People's Congress on September 2, 1993 and amended on November 4, 2017 and April 23, 2019, respectively, a business operator that engage in production and business activities by taking advantage of the network shall abide all the provisions under *Anti-unfair Competition Law*, and shall not engage in any false or misleading publicity for its products. Violation of these provisions may subject the relevant business operators to various penalties, including an order from the competent governmental authorities to cease its illegal acts and impose a fine, or in case of a severe violation, revocation of business licenses.

Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to eliminate the effect of illegal advertisement. In circumstances involving serious violations, SAIC or its local branches may revoke violators' licenses or permits for their advertising business operations.

In order to comply with these laws and regulations, our advertising contracts require that all advertising agencies or advertisers that contract with us must examine the advertising content provided to us to ensure that such content are truthful, accurate and in full compliance with PRC laws and regulations. In addition, we have established a task force to review all advertising materials to ensure the content does not violate relevant laws and regulations before displaying such advertisements, and we also request relevant advertiser to provide proof of governmental approval if an advertisement is subject to special government review.

### ***Regulation of Anti-Monopoly***

On August 30, 2007, the Standing Committee of the National People's Congress of the PRC adopted the *PRC Anti-Monopoly Law* ("AML"), which took effect on August 1, 2008. Pursuant to the AML, monopolistic conduct, including entering into monopolistic agreements, abuses of dominant market position, and concentrations of undertakings that have the effect of eliminating or restricting competition, is prohibited. To further implement the AML and clarify certain issues, the State Council, the MOFCOM, the NDRC, and the SAMR issued several regulations and rules, including the *Provisions on Thresholds for Prior Notification of*



*Concentrations of Undertakings* issued by the State Council on August 3, 2008 and amended on September 18, 2018, the *Interim Regulations on the Prohibition of Monopolistic Agreements* issued by the SAMR on June 26, 2019, the *Interim Regulations on the Prohibition of Conduct Constituting an Abuse of a Dominant Market Position* issued by the SAMR on June 26, 2019, the *Guiding Opinions for Declaration of Concentrations of Undertakings* issued by the MOFCOM on January 5, 2009, amended on June 6, 2014, and re-issued by the SAMR on September 29, 2018, and the *Interim Provisions on Reviewing Concentration of Undertakings* issued by the SAMR on October 23, 2020.

On February 7, 2021, the Anti-monopoly Commission of the State Council promulgated the *Guidelines to Anti-Monopoly in the Field of Internet Platforms*, or the Anti-Monopoly Guidelines, which took effect on the same date and will operate as a compliance guidance for platform economy operators under the existing PRC anti-monopoly laws and regulations. The Anti-Monopoly Guidelines mainly covers five aspects, including general provisions, monopoly agreements, abusing market dominance, concentration of undertakings, and abusing of administrative powers eliminating or restricting competition.

### **Regulation of Information Security and Censorship**

Applicable PRC laws and regulations specifically prohibit the use of Internet infrastructure where it may breach public security, distribute content harmful to the stability of society or disclose state secrets. It is mandatory for Internet companies in the PRC to complete security filing procedures and regularly update information security and censorship systems for their websites with the local public security bureau. In addition, the newly amended *Law on Preservation of State Secrets*, which became effective on October 1, 2010, provides that whenever an Internet service provider detects any leakage of state secrets in the distribution of online information, it should stop the distribution of such information and report such violation to the state security and public security authorities. Upon request of state security, public security or state secrecy authorities, the Internet service provider must delete any contents on its websites that may lead to disclosure of state secrets. Failure to do so on a timely and adequate manner may subject the Internet service provider to liability and certain penalties enforced by the State Security Bureau, the Ministry of Public Security and/or MIIT or their respective local counterparts.

On June 28, 2016, the State Internet Information Office issued the *Administrative Provisions on Mobile Internet Applications Information Services*, which became effect on August 1, 2016, to further strengthen administration over mobile Internet applications information services. Pursuant to these provisions, owners or operators of mobile Internet applications that provide information services shall fulfill their information security management responsibilities strictly and perform their obligations listed as below:

- certify the identification information of registered users including their mobile telephone number based information under the principle of a real name backstage, and a freely-chosen name on stage;
- establish and perfect the mechanism for protecting users' information, and follow the principle of legality, rightfulness and necessity, indicate expressly the purpose, method and scope of collection and use and obtain the consents of users while collecting and using users' personal information;
- establish and perfect the mechanism for verifying and managing information contents, and in terms of any information content released that violates laws or regulations, take such measures as warning, restricting functions, suspending updates and closing accounts as the case may be, keep relevant records and report the same to relevant competent departments;
- safeguard users' right to know and to make choices when users are installing or using such applications, and refrain from starting such functions as collecting the information of users' location, accessing users' contacts, turning on users' camera and recording sound, or any other function irrelevant to the services, nor forcefully install any other irrelevant application, for so long as users are not notified of the same clearly and do not give their consent;
- respect and protect intellectual property and refrain from producing or releasing any application that infringes others' intellectual property; and
- record the users' log information and keep the same for 60 days.

On November 7, 2016, the Standing Committee of the National People's Congress promulgated the *Cyber Security Law* to preserve cyberspace security and order. Pursuant to *Cyber Security Law*, network operators shall strictly keep confidential users' personal information that they have collected, and establish and improve systems to protect users' information. To collect and use personal information, network operators shall follow the principles of legitimacy, rightfulness and necessity, disclose their rules of data collection and use, clearly express the purposes, means and scope of collecting and using information, and obtain the consent of persons whose data is gathered. Network operators shall not gather personal information unrelated to the services they provide. Network operators shall not divulge, distort or damage the personal information they have collected, and shall not provide the personal information to others without the consent of the persons whose data is collected, except under circumstance where the information has been processed and cannot be recovered and thus it is impossible to match such information with specific persons. In addition, network operators shall perform the following security obligations according to the requirements of the classified protection system for cyber security to ensure that the network is free from interference, damage or unauthorized access, and prevent network data from being divulged, stolen or falsified:

- formulate internal security management systems and operating instructions, determine the persons responsible for cyber security, and fulfill the responsibilities of cyber security protection;
- take technological measures to prevent computer viruses, network attacks, network intrusions and other actions endangering cyber security;
- take technological measures to monitor and record the network operation status and cyber security incidents, and preserve relevant web logs for no less than six months according to the provisions; and
- take measures such as data classification, as well as back-up and encryption of important data.

Violation of these laws and provisions may result in penalties, including fines, confiscation of illegal income. In circumstances involving serious violations, the competent telecommunication department, public security departments and other relevant authorities may order the network operators to suspend relevant business, stop the business for rectification or close down the websites, or revoke violators' licenses or permits for their business operations.

On August 25, 2017, the CAC promulgated the *Administrative Provisions on Internet Follow-up Comment Services*, which became effective on October 1, 2017, pursuant to which Internet follow-up comment services refers to the services of publishing transcripts, symbols, expressions, pictures, audio and video and other information offered by Internet websites, applications, interactive communication platforms and other types of communication platforms with news and public opinion property and social mobilization function by way of post, reply, message, bullet screen and using other means. The Internet follow-up comment service providers shall strictly assume the primary responsibilities and discharge the following obligations according to the law:

- verify the real identity information of registered users following the principle of using real name at foreground and volunteering to do so at background and forbid the provision of Internet follow-up comment services for users whose real identity information is not verified;
- establish and improve a user information protection system;
- establish a system of reviewing at first and then publishing comments if the service providers offer Internet follow-up comment services to news information;
- establish and improve an Internet follow-up comment review and administration, real-time check, emergency response and other information security administration systems, timely identify and process illicit information and submit a report to the relevant competent authorities;
- develop Internet follow-up comment information protection and administration technologies, timely identify security flaws and loopholes and other risks existing in Internet follow-up comment services, take remedial measures and submit a report to the relevant competent authorities; and
- build a reviewing and editing team in line with service scale and improve the professionalism of editors.

In addition, on August 25, 2017, the CAC promulgated the *Administrative Provisions on Internet Forum and Community Services*, which became effective on October 1, 2017, pursuant to which the Internet forum and community service providers shall assume the primary responsibility for establishing and improving the information check and verification, public information real-time

check, emergency response and personal information protection and other information security administration systems, institute safe and controllable preventative measures, employ professionals in line with their service scale, and provide necessary technical support for the relevant departments in performing duties according to the law. The Internet forum and community service providers shall not use Internet forum and community services to publish or disseminate information banned by laws, regulations and the relevant provisions of the state. Where the Internet forum and community service providers identify any aforementioned information, they shall cease the transmission of such information forthwith, take deletion and other handling measures, retain the relevant records and timely submit a report to the CAC or its local counterparts.

On November 28, 2019, the Secretary Bureau of the CAC, the General Office of the MIIT, the General Office of the Ministry of Public Security and the General Office of the SAMR promulgated the *Identification Method of Illegal Collection and Use of Personal Information Through App*, which provides guidance for the regulatory authorities to identify the illegal collection and use of personal information through mobile apps, and for the app operators to conduct self-examination and self-correction and for other participants to voluntarily monitor compliance.

On April 13, 2020, the CAC, NDRC and several other administrations jointly promulgated the *Measures for Cybersecurity Censorship*, or the Censorship Measures, which became effective on June 1, 2020. The Censorship Measures establish the basic framework for national security reviews of network products and services, and provide the principle provisions for undertaking cyber security reviews. Pursuant to the Censorship Measures, any purchase of network products and services by critical information infrastructure operators, which affects or may affect state security, shall be subject to cybersecurity censorship fields.

On July 22, 2020, MIIT issued the *Notice on Carrying out Special Rectification Actions in Depth against the Infringement upon Users' Rights and Interests by Apps*, the tasks of which includes rectification of (i) illegally processing personal information of users by the APP and the SDK; (ii) setting up obstacles and frequently harassing users; (iii) cheating and misleading users; (iv) inadequate implementation of application distribution platforms' responsibilities.

On January 22, 2021, the CAC released the *Administrative Provisions on the Information Services Provided Through Official Accounts of Internet Users*, or the Administrative Provisions, which became effective on February 22, 2021. The Administrative Provisions aim to regulate the activities providing and using Internet official accounts to engage in Information publishing services within the territory of the PRC.

On June 10, 2021, the National People's Congress Standing Committee released the *PRC Data Security Law*, which became effective on September 1, 2021. The PRC Data Security Law stipulates the measures to support and promote data security and development, to establish and optimize the national data security management system, and to clarify organizations' and individuals' responsibilities in data security. According to the PRC Data Security Law, data processing activities shall be carried out in accordance with PRC laws and regulations, establishing and improving the data security management system of the whole process, organizing and carrying out data security education and training, and taking corresponding technical measures and other necessary measures to guarantee data security. Where data processing activities are carried out through the Internet and other information networks, the above-mentioned data security protection obligations shall be fulfilled on the basis of the hierarchical network security protection system. In carrying out data processing activities, risk monitoring shall be strengthened, and remedial measures shall be taken immediately when data security defects, loopholes and other risks are found. In the event of a data security incident, the processors of data shall take immediate measures to deal with it, inform the user in time and report to the competent authorities in accordance with relevant provisions. The processors of important data shall, in accordance with relevant provisions, carry out regular risk assessments of their data processing activities and submit risk assessment reports to the competent authorities. The PRC Data Security Law provides a national data security review system, under which data processing activities that affect or may affect national security shall be reviewed. Any organization or individual carrying out data processing activities that violates the PRC Data Security Law shall bear the corresponding civil, administrative or criminal liability depending on the specific circumstances.

On December 28, 2021, the CAC, NDRC, MIIT and other ten PRC regulatory authorities jointly issued the *Cybersecurity Review Measures*, effective on February 15, 2022. The Cybersecurity Review Measures require that, (i) any procurement of network products and services by critical information infrastructure operators, which affects or may affect national security, (ii) any data processing activities by network platform operators, which affects or may affect national security, or (iii) any network platform operators which has personal information of more than one million users and is going to be listed abroad, shall be subject to cybersecurity review. Since the measures were recently promulgated, there exists uncertainties with respect to their interpretation and implementation.

On July 30, 2021, the State Council issued the *Regulations for the Security Protection of Critical Information Infrastructure* (the "CII Regulations"), which came into effect on 1 September 2021. Pursuant to the CII Regulations, "critical information infrastructures" refers to important network facilities and information systems of important industries and sectors such as public communications and information services, energy, transport, water conservation, finance, public services, e-government, and science and technology industry for national defense, as well as other important network facilities and information systems that may seriously

endanger national security, national economy and citizen's livelihood and public interests if they are damaged or suffer from malfunctions, or if any leakage of data in relation thereto occurs. Competent authorities as well as the supervision and administrative authorities of the above-mentioned important industries and sectors are responsible for the security protection of critical information infrastructures (the "Protection Authorities"). The Protection Authorities will establish the rules for the identification of critical information infrastructures based on the particular situations of the industry and report such rules to the public security department of the State Council for record. The following factors must be considered when establishing identification rules: (i) the importance of network facilities and information systems to the core businesses of the industry and the sector; (ii) the harm that may be brought by the damage, malfunction or data leakage of, the network facilities and information systems; and (iii) the associated impact on other industries and sectors. The Protection Authorities are responsible for organizing the identification of critical information infrastructures in their own industries and sectors in accordance with the identification rules, promptly notifying the operators of the identification results and reporting to the public security department of the State Council.

To comply with these laws and regulations, we have completed the mandatory security filing procedures with the local public security authorities, and regularly updated the information security and content-filtering systems with newly issued content restrictions as required by the relevant laws and regulations. In addition, we have obtained the consents from the users to collect and use their personal information as required by the relevant laws and regulations in all material respect. However, not all of our users have registered their real names by using valid identity documents, we may be ordered to effect rectification by the relevant competent authorities; where we fail to effect rectification or if the circumstances are serious, a fine of no less than RMB50,000 but no more than RMB500,000 may be imposed, and the relevant competent authorities may order us to suspend operation, stop doing business for internal rectification, close down the website, or may revoke relevant business permits or business licenses; and a fine of no less than RMB10,000 but no more than RMB100,000 may be imposed on the persons directly in charge and other directly responsible persons.

Since some of these laws and regulations were recently promulgated, there exists uncertainties with respect to their interpretation and implementation, our failure to comply with such laws and regulations could result in proceedings against us by competent authorities or others. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—We are subject to a variety of laws and other obligations regarding data security and personal information protection in China, and our failure to comply with any of them could result in proceedings against us by governmental entities or others and harm our public image and reputation, which could have a material adverse effect on our business, results of operations and financial condition."

### **Regulation of Internet Copyrights**

In order to address copyright issues relating to the Internet, in December 2020, the PRC Supreme People's Court adopted the *Provisions on Certain Issues Concerning the Applicable Laws in the Trial of Civil Cases Involving Disputes over Infringement of the Right of Dissemination through Information Networks*, or the Provisions, which provides that the courts will require ICP service providers to remove not only links or content that have been specifically mentioned in the notices of infringement from right holders, but also links or content they "should have known" to contain infringing content. The Provisions further provide that where an ICP service provider has directly obtained economic benefits from any content made available by an Internet user, it has a higher duty of care with respect to Internet users' infringement of third-party copyrights.

The Standing Committee of National People's Congress issued the *Copyright Law of the PRC*, or the Copyright Law, in 1990 and amended it in 2001, 2010 and 2020, respectively. The latest amended Copyright Law became effect on June 1, 2021, pursuant to which, relevant provisions on copyright protection in cyberspace have been further improved, the description of "cinematographic works or works created using methods similar to film making" are revised as "audio-visual works". According to the *Copyright Law*, an infringer may be subject to various consequences, which include stopping the infringement, eliminating the damages, apologizing to the copyright owners and compensating the loss of copyright owners, etc. Besides, the *Copyright Law* further provides that the infringer shall make compensation on the basis of the actual loss suffered by the copyright owner or the illegal income received by the infringer, where the owner's actual loss or the infringer's illegal income is difficult to determine, the compensation shall be referred to the royalties. For deliberate infringement upon copyright and related rights, which constituted severe nature, compensation may be paid ranging from one time to five times the amount determined by the aforesaid methods. Where the owner's actual loss, the infringer's illegal or the royalties is difficult to determine, the people's court shall, on the basis of the seriousness of the infringement, decide the amount of compensation which consists of the reasonable expenses paid by the copyright owner for right protection ranging from RMB500 to RMB500,000.

Under the applicable laws and regulations, where a copyright holder finds that any content communicated through the Internet infringes upon its copyright and sends a notice to the ICP service operator, the ICP service operator shall immediately take measures to remove the relevant content. Such ICP service operator is also required to retain all infringement notices for six months and to record the content, display time and IP addresses and the domain names related to the infringement for 60 days. Where an ICP service operator removes relevant content of an Internet content provider according to the notice of a copyright holder, the Internet content provider may deliver a counter-notice to both the ICP service operator and the copyright holder, stating that the removed contents do not infringe upon the copyright of other parties. After the delivery of such counter-notice, the ICP service operator may immediately

reinstate the removed contents and shall not bear administrative legal liability for such reinstatement. Where an ICP service operator is clearly aware of the infringement by an Internet content provider of another's copyright through the Internet, or, although not being aware of such activity, fails to take measures to remove relevant contents upon receipt of the copyright owner's notice, and as a result, damages public interests, the ICP service operator could be subject to an order to stop the tortious act and other administrative penalties such as confiscation of illegal income and fines. Where there is no evidence to indicate that an ICP service operator is clearly aware of the facts of tort, or the ICP service operator has taken measures to remove relevant contents upon receipt of the copyright owner's notice, the ICP service provider shall not bear the relevant administrative legal liabilities.

Our content licensors and users have entered into agreements with us in which they make an undertaking not to provide or upload any contents that may have infringed on the copyright of any third parties. However, we cannot ensure you that our content licensors or users who upload contents to our PC websites, mobile applications and mobile websites will not infringe on the copyright of any third parties and we could delete any infringed contents in a time manner or at all. We may be consequently subject to copyright infringement claims arising thereof. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—We have been and expect we will continue to be exposed to intellectual property infringement and other claims, including claims based on content posted on our PC websites, mobile applications, mobile websites and third-party platform accounts, which could be time-consuming and costly to defend and may result in substantial damage awards and/or court orders that may prevent us from continuing to provide certain of our existing services."

### **Regulation of Employment**

The *Labor Law of the PRC*, effective on 1 January 1995 and subsequently amended on 27 August 2009 and 29 December 2018, the *Employment Contract Law of the PRC*, effective on 1 January 2008 and subsequently amended on 28 December 2012 and the *Implementing Regulations of the Labor Contract Law of the PRC*, effective on 18 September 2008, provide requirements concerning employment contracts between an employer and its employees. If an employer fails to enter into a written employment contract with an employee within one year from the date on which the employment relationship is established, the employer must rectify the situation by entering into a written employment contract with the employee and pay the employee twice the employee's salary for the period from the day following the lapse of one month from the date of establishment of the employment relationship to the day prior to the execution of the written employment contract. The Labor Contract Law of the PRC and its implementation rules also require compensation to be paid upon certain terminations, which significantly affects the cost of reducing workforce for employers. In addition, if an employer intends to enforce a non-compete provision in an employment contract or non-competition agreement with an employee, it has to compensate the employee on a monthly basis during the term of the restriction period after the termination or expiry of the labor contract. Employers in most cases are also required to provide severance payment to their employees after their employment relationships are terminated.

Enterprises in China are required by PRC laws and regulations to participate in certain employee benefit plans, including social insurance funds, namely a pension plan, a medical insurance plan, an unemployment insurance plan, a work-related injury insurance plan and a maternity insurance plan, and a housing provident fund, and contribute to the plans or funds in amounts equal to certain percentages of salaries, including bonuses and allowances, of the employees as specified by the local government from time to time at locations where they operate their businesses or where they are located. According to the *Social Insurance Law*, an employer that fails to make social insurance contributions may be ordered to pay the required contributions within a stipulated deadline and be subject to a late fee. If the employer still fails to rectify the failure to make social insurance contributions within the stipulated deadline, it may be subject to a fine ranging from one to three times the amount overdue. According to the *Regulations on Management of Housing Fund*, an enterprise that fails to make housing fund contributions may be ordered to rectify the noncompliance and pay the required contributions within a stipulated deadline; otherwise, an application may be made to a local court for compulsory enforcement.

## **Regulation of Foreign Exchange Control and Administration**

Under the *Foreign Exchange Administration Rules*, Renminbi is convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions. As for capital account items, such as direct investments, loans, security investments and the repatriation of investment returns, however, the conversion of foreign currency is still subject to the approval of, or registration with, SAFE or its competent local branches. SAFE approval is not necessary for the conversion of Renminbi for foreign currency payments for current account items except as otherwise explicitly provided by laws and regulations. Under the *Administration Rules of the Settlement, Sale and Payment of Foreign Exchange*, enterprises may only buy, sell or remit foreign currencies at banks that are authorized to conduct foreign exchange business after the enterprise provides valid commercial documents and relevant supporting documents and, in the case of certain capital account transactions, after obtaining approval from SAFE or its competent local branches. If we provide loans to any of our PRC subsidiaries, the total amount of such loans may not exceed the difference between its total investment as approved by the foreign investment authorities and its registered capital at the time of the provision of such loans. Such loans need to be registered with the SAFE, which usually takes no more than 20 working days to complete. The cost of completing such registration is minimal. Capital investments by enterprises outside of the PRC are subject to further limitations, which include approvals by MOFCOM, SAFE and NDRC, or their respective competent local branches.

On August 29, 2008, SAFE issued the *Circular on the Relevant Operating Issues Concerning the Improvement of the Administration of the Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises*, or SAFE Circular 142. Pursuant to SAFE Circular 142, Renminbi capital obtained from settlement of the foreign currency capital of a foreign-invested enterprise must be used within the business scope as approved by the applicable government authority and unless otherwise specifically provided by law, such Renminbi capital cannot be used for domestic equity investments. In addition, SAFE strengthened its oversight of the flow and use of the Renminbi capital converted from foreign currency registered capital of a foreign-invested company. As a result, the use of such Renminbi capital may not be altered without the SAFE's approval, and such Renminbi capital may not be used to repay Renminbi loans if the relevant loan proceeds have not been used. As to the latest development, on March 30, 2015, SAFE issued the *Circular on the Management Concerning the Reform of the Payment and Settlement of Foreign Currency Capital of Foreign-Invested Enterprises*, or SAFE Circular 19, which became effective on June 1, 2015 and replaced SAFE Circular 142. Pursuant to SAFE Circular 19, up to 100% of foreign currency capital of foreign-invested enterprise may be converted into RMB capital according to the actual operation of the enterprise within the business scope at its will and the RMB capital converted from foreign currency registered capital of a foreign-invested enterprise may be used for equity investments within the PRC. However, under SAFE Circular 19, RMB capital converted from foreign currency registered capital of a foreign-invested company still may not in any case be used to advance the RMB entrusted loan or repay RMB loans if the proceeds of such loans have not been used.

On November 19, 2012, SAFE promulgated the *Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment*, or SAFE Circular 59, which became effective on December 17, 2012. SAFE Circular 59 substantially amends and simplifies the current foreign exchange procedure. The major developments under SAFE Circular 59 are that the opening of various special purpose foreign exchange accounts, such as pre-establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, no longer requires the approval of SAFE. Furthermore, multiple capital accounts for the same entity may be opened in different provinces, which was not possible before the issuance of SAFE Circular 59. The reinvestment of lawful incomes, such as profit and proceeds of equity transfer, capital reduction, liquidation and early repatriation of investment, by foreign investors in the PRC and the purchase and remittance of foreign exchange as a result of capital reduction, liquidation, early repatriation or share transfer in a foreign-invested enterprise no longer requires SAFE approval.

On May 10, 2013, SAFE promulgated the *Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents*, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration. Institutions and individuals shall register with SAFE and/or its branches for their direct investment in the PRC. Banks shall process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches.

On February 13, 2015, SAFE issued the *Circular on Further Simplifying and Improving the Foreign Exchange Administration Policies on Direct Investments*, or SAFE Circular 13, pursuant to which the administrative examination and approval procedures with SAFE or its local branches relating to the foreign exchange registration approval for domestic direct investments as well as overseas direct investments have been cancelled, and qualified banks are delegated the power to directly conduct such foreign exchange registrations under the supervision of SAFE or its local branches. SAFE Circular 13 took effect on June 1, 2015.

On April 26, 2016, SAFE issued the *Circular of the State Administration of Foreign Exchange on Further Promoting Trade and Investment Facility and Improving the Examination and Verification of the Authenticity*, pursuant to which when handling the remittance of profits exceeding the equivalent of US\$50,000 abroad for a domestic institution, a bank shall examine, according to the principle of transaction authenticity, the profit distribution resolution of the board of directors (or the profit distribution resolution of

all partners) that is related to this remittance of profits abroad, the original of its tax record-filing form and the financial statements in proof of the profits involved in this remittance.

On June 9, 2016, SAFE issued the *Circular of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts*, to promote nationwide the reform of control approaches to foreign exchange settlement of foreign debts of enterprises and in the meantime to unify and regulate control over discretionary settlement and payment of foreign exchange receipts under capital accounts. Pursuant to this circular, domestic enterprises (including foreign-invested enterprises) may go through foreign exchange settlement formalities for their foreign debts at their discretion. In addition, domestic institutions may, at their discretion, settle up to 100% of foreign exchange receipts under capital accounts for the time being.

On October 23, 2019, SAFE issued the *Circular Regarding Further Promotion of the Facilitation of Cross-Border Trade and Investment*, or SAFE Circular 28, pursuant to which all foreign-invested enterprises can make domestic equity investments with their capital funds in accordance with the law.

#### **Regulation of Foreign Exchange Registration of Offshore Investment by PRC Residents**

On July 4, 2014, SAFE issued the *Circular on Several Issues Concerning Foreign Exchange Administration of Domestic Residents Engaging in Overseas Investment, Financing and Round-Trip Investment via Special Purpose Vehicles*, or SAFE Circular 37, which became effective on the same date. SAFE Circular 37 and its detailed guidelines require PRC residents to register with the local branch of SAFE before contributing their legally owned onshore or offshore assets or equity interests into any special purpose vehicle, or SPV, directly established, or indirectly controlled, by them for the purpose of investment or financing; and when there is (i) any change to the basic information of the SPV, such as any change relating to its individual PRC resident shareholders, name or operation period or (ii) any material change, such as increase or decrease in the share capital held by its individual PRC resident shareholders, a share transfer or exchange of the shares in the SPV, or a merger or split of the SPV, the PRC resident must register such changes with the local branch of SAFE on a timely basis. According to the relevant SAFE rules, failure to comply with the registration procedures set forth in SAFE Circular 37 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore companies of SPVs, including the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from such offshore entity, and may also subject the relevant PRC residents and onshore companies to penalties under PRC foreign exchange administration regulations. Further, failure to comply with various SAFE registration requirements described above would result in administrative penalties or even criminal liabilities under PRC laws. On February 13, 2015, SAFE issued SAFE Circular 13, which is the *Circular on Further Simplifying and Improving the Foreign Exchange Administration Policies on Direct Investments*. Under SAFE Circular 13, qualified banks are delegated the power to register all PRC residents' investments in SPVs pursuant to SAFE Circular 37, saving for supplementary registration application made by PRC residents who failed to comply with SAFE Circular 37, which shall still fall into the jurisdiction of the local branch of SAFE. SAFE Circular 13 took effect on June 1, 2015.

We understand that the aforesaid registration requirement under SAFE Circular 37, SAFE Circular 13 and the relevant implementing rules do not apply to our PRC subsidiaries or our PRC resident beneficial owners due to the following reasons: (i) our company was incorporated and controlled by Phoenix TV, a Hong Kong listed company, rather than any PRC residents defined under SAFE Circular 37, (ii) none of the former or current shareholders of the VIEs in China established or acquired interest in our company by injecting the assets of, or equity interests in, the VIEs, and (iii) before the public listing of our ADSs all of our PRC resident beneficial owners obtained interest in our company through exercise of options granted to them under our share incentive plan. However, we cannot assure you that SAFE or its local branch would hold the same opinion with us and the relevant government authorities have broad discretion in interpreting these rules and regulations. See "Item 3. Key Information—D. Risk Factors—Risk Relating to Doing Business in China—If the PRC government finds that our PRC beneficial owners are subject to the SAFE registration requirement under SAFE Circular 37 and the relevant implementing rules and our PRC beneficial owners fail to comply with such registration requirements, such PRC beneficial owners may be subject to personal liability, our ability to acquire PRC companies or to inject capital into our PRC subsidiaries may be limited, our PRC subsidiaries' ability to distribute profits to us may be limited, or our business may be otherwise materially and adversely affected."

#### **SAFE Regulation of Stock Incentive Plan**

On December 25, 2006, the People's Bank of China promulgated the *Administrative Measures for Individual Foreign Exchange*. On January 5, 2007, SAFE issued the *Implementation Rules of the Administrative Measures for Individual Foreign Exchange*, or the Individual Foreign Exchange Rules, which, among other things, specifies the approval requirements for a "domestic individual's" (including both PRC residents and non-PRC residents who reside in the PRC for a continuous period of not less than one year, excluding the foreign diplomatic personnel and representatives of international organizations) participation in employee stock

plans or stock option plans of an overseas publicly listed company. On February 15, 2012, SAFE issued the *Notices on Issues concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly-Listed Company*, or the Stock Incentive Plan Rules, which terminated the *Processing Guidance on Foreign Exchange Administration of Domestic Individuals Participating in the Employee Stock Ownership Plans or Stock Option Plans of Overseas-Listed Companies* issued by SAFE on March 28, 2007. According to the Stock Incentive Plan Rules, if a domestic individual participates in any stock incentive plan of an overseas listed company, a qualified PRC domestic agent, which can be the PRC subsidiaries of such overseas listed company, shall, among other things, file, on behalf of such individual, an application with SAFE to conduct the SAFE registration with respect to such stock incentive plan, and obtain approval for an annual allowance with respect to the purchase of foreign exchange in connection with the stock purchase or stock option exercise. Such PRC individuals' foreign exchange income received from the sale of stocks and dividends distributed by the overseas listed company and any other income shall be fully remitted into a collective foreign currency account in the PRC opened and managed by the PRC domestic agent before distribution to such individuals.

Our employees who are "domestic individuals" and have been granted share options, or PRC optionees are subject to the Stock Incentive Plan Rules. Our stock incentive plan has been registered with SAFE when we listed in New York Stock Exchange, however, we cannot assure you that we will be able to complete relevant registration for other employees who participate such stock incentive plan in the future, in a timely manner or at all. If we or our PRC optionees fail to comply with the Individual Foreign Exchange Rules and the Stock Incentive Plan Rules, we and/or our PRC optionees may be subject to fines and other legal sanctions. We may also face regulatory uncertainties that could restrict our ability to adopt additional option plans for our directors and employees under PRC law. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—Failure to comply with PRC regulations regarding the registration requirements for stock incentive plans may subject the plan participants or us to fines and other legal or administrative sanctions."

### ***Regulation of Dividend Distributions***

Enterprises in the PRC may pay dividends only out of their accumulated profits, if any, as determined in accordance with PRC accounting standards and regulations. In addition, a PRC enterprise is required to set aside at least 10% of its after-tax profit based on PRC accounting standards each year to its general reserves until its cumulative total reserve funds reaches 50% of its registered capital. These reserve funds, however, may not be distributed as cash dividends. Under the CIT Law and its implementation rules, dividends payable by a foreign-invested enterprise in the PRC to its foreign investor who is a non-resident enterprise will be subject to a 10% withholding tax, unless any such foreign investor's jurisdiction of incorporation has a tax treaty with the PRC that provides for a lower withholding tax rate.

### ***Regulation of Overseas Listings***

On August 8, 2006, six PRC regulatory agencies, namely, MOFCOM, the State Assets Supervision and Administration Commission, the State Administration for Taxation, SAIC, CSRC and SAFE, jointly adopted the 2006 M&A Rules, which became effective on September 8, 2006 and were amended in June 22, 2009. The 2006 M&A Rules purport, among other things, to require that offshore special purpose vehicles, or SPVs, that are controlled by PRC companies or individuals and that have been formed for overseas listing purposes through acquisitions of PRC domestic interest held by such PRC companies or individuals, to obtain the approval of the CSRC prior to publicly listing their securities on an overseas stock exchange. On September 21, 2006, the CSRC published a notice on its official websites specifying documents and materials required to be submitted to it by SPVs seeking CSRC approval of their overseas listings. While the application of the 2006 M&A Rules remains unclear, our PRC counsel has advised us that based on its understanding of the current PRC laws, rules and regulations and the 2006 M&A Rules, prior approval from the CSRC is not required under the 2006 M&A Rules for the listing and trading of our ADSs on the NYSE because we have not acquired any equity interest or assets of a PRC domestic company owned by PRC companies or individuals, as defined under the 2006 M&A Rules, that are our beneficial owners after the effective date of the 2006 M&A Rules.

However, our PRC counsel has further advised us uncertainties still exist as to how the 2006 M&A Rules will be interpreted and implemented and its opinions summarized above are subject to any new laws, rules and regulations or detailed implementations and interpretations in any form relating to the 2006 M&A Rules. If the CSRC or another PRC regulatory agency subsequently determines that prior CSRC approval was required, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies. These regulatory agencies may impose fines and penalties on our operations, limit our operating privileges, delay or restrict the repatriation of the proceeds from our initial public offering into the PRC or payment or distribution of dividends by our PRC subsidiaries, or take other actions that could materially adversely affect our business, financial condition, operating results, reputation and prospects, as well as the trading price of our ADSs. If the CSRC later requires that we obtain its approval for our initial public offering, we may be unable to obtain a waiver of CSRC approval requirements, if and when procedures are established to



obtain such a waiver. Any uncertainties or negative publicity regarding CSRC approval requirements could have a material adverse effect on the trading price of our ADSs.

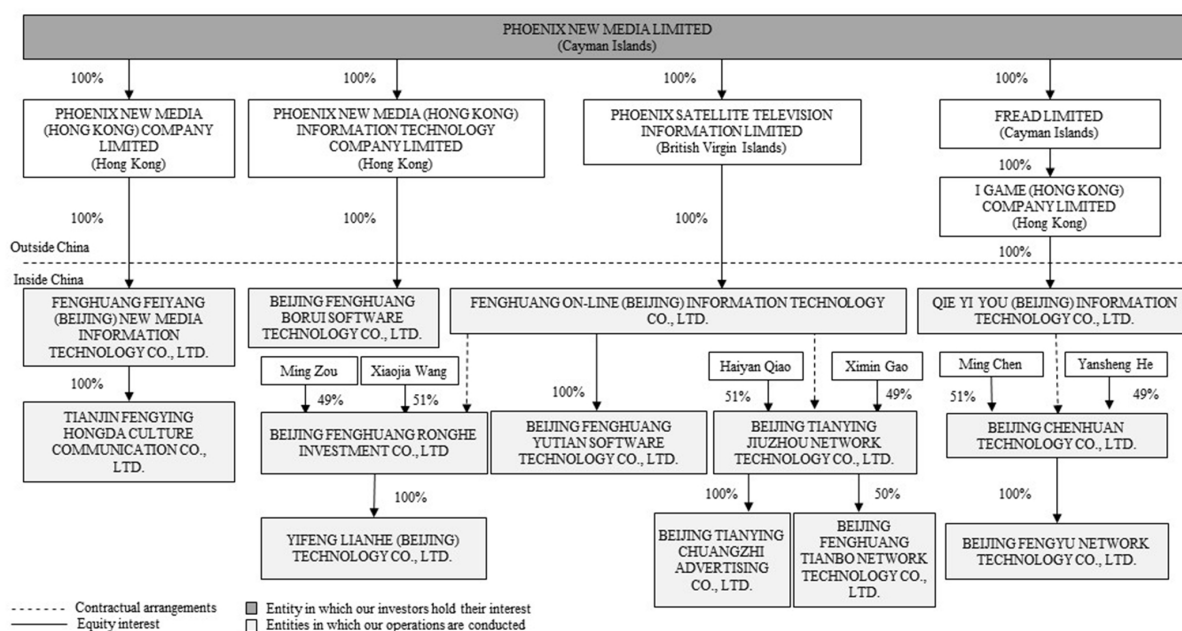
On December 24, 2021, CSRC issued the *draft Administrative Provisions of the State Council on Overseas Issuance and Listing of Securities by Domestic Enterprises* (the “Draft Administrative Provisions”) and the *draft Administrative Measures for the Record-Filings of Overseas Issuance and Listing of Securities by Domestic Enterprises* (the “Draft Filing Measures”) for public comments. The Draft Administrative Provisions clarify the responsibilities of the CSRC to supervise the activities of “overseas issuance and listing of securities by domestic enterprises”, and that overseas issuance and listing of domestic enterprises shall be subject to the filing procedures with the CSRC, as well as the regulatory requirements for the overseas issuance and listing of domestic enterprises. The Draft Filing Measures, as a supporting rule to the Draft Administrative Provisions, detailed the main procedures of record-filing management of domestic enterprises’ overseas issuance and listing. Pursuant to the Draft Administrative Provisions, domestic enterprises seeking overseas listing or issuance of securities directly or indirectly will both be required to go through filing procedures and report relevant information to the securities regulatory authority under the State Council. A “direct” issuance and listing of securities by a domestic enterprise refers to the overseas issuance of securities or overseas securities listing for trading by a company limited by shares incorporated in the PRC. An “indirect” issuance and listing of securities by a domestic enterprise refers to that, enterprises whose main business activities are in the PRC, in the name of overseas enterprises, issue securities overseas or list overseas based on the equity, assets, income or other similar rights and interests of domestic enterprises. Domestic enterprises seeking overseas listing or issuance of securities should operate in compliance with laws and regulations on foreign investment, state-owned asset management, industry supervision, and overseas investment. On April 2, 2022, CSRC issued the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (Draft for Comments) (the “Draft Confidentiality and Archives Administration Provisions”) for public comment, according to which, a domestic company that seeks to offer and list its securities in an overseas market shall strictly abide by applicable PRC laws and regulations, enhance legal awareness of keeping state secrets and strengthening archives administration, institute a sound confidentiality and archives administration system, and take necessary measures to fulfill confidentiality and archives administration obligations. The “domestic company” may refer to either one of the following entities: a domestic joint-stock company listed in an overseas market via direct offering, or a domestic operational entity of a company listed in an overseas market via indirect offering. As such Draft Administrative Provisions, the Draft Filing Measures and the Draft Confidentiality and Archives Administration Provisions have not been adopted and it remains unclear whether the formal version to be adopted in the future will have any further material changes, it is uncertain how such provisions and measures will be enacted, interpreted or implemented.

Uncertainties exist as to how these laws and regulations will be interpreted and implemented, and how these draft provisions or measures will be adopted, failure to obtain these approvals, if required, could have a material adverse effect on us. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Doing Business in China—The approval, filing or other requirements of the CSRC, CAC or other PRC government authorities may be required under PRC law in connection with our issuance of securities overseas. Our failure to obtain these approvals, if required, could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs.”

## C. Organizational Structure

### Our Corporate Structure

The following diagram illustrates our corporate structure as of the date of this annual report, including our subsidiaries, the VIEs and their subsidiaries which are significant subsidiaries as defined in rule 1-02(w) of Regulation S-X:



Aligned with our business strategies, we have made the following investments in subsidiaries, affiliates and other business alliance partners in various Internet-related businesses.

Despite holding 71.8% of the equity interest in Phoenix FM before April 2020, we accounted for our investment in Phoenix FM as an equity method investment since we did not control Phoenix FM due to substantive participating rights that had been provided to other shareholders of Phoenix FM. We had fully written down the entire investment in Phoenix FM in 2015. In April 2020, other shareholders of Phoenix FM transferred all of their investment in Phoenix FM to us and Phoenix FM became a wholly owned subsidiary of us.

As of December 31, 2019, we had loan receivable of approximately RMB9.8 million due from FM Beijing, which had been fully impaired in 2015. In April 2020, through a series of debt restructuring transactions, we acquired 19.99% of the equity interest in FM Beijing. In August 2020, we acquired 6.04% equity interest in Humanistic Intelligence through a share exchange transaction related to FM Beijing, and recognized a gain of RMB6.0 million from the transaction, which was included in the income/(loss) from equity method investments, net of impairment item in the consolidated statements of comprehensive income/(loss) of 2020. As the investment in Humanistic Intelligence is redeemable at the option of us, it is not considered in-substance common stock but considered debt securities. Our investment in Humanistic Intelligence is classified as available-for-sale debt investments and reported at fair value. As of December 31, 2021, the fair value of investment in Humanistic Intelligence was RMB6.0 million (US\$0.9 million).

In 2014 and 2015, we entered into a series of transactions and acquired Particle's convertible redeemable preferred shares and ordinary shares. Particle operates Yidian, a personalized news and life-style information application in China that allows users to define and explore desired content on their mobile devices.

On March 22, 2019, we entered into a share purchase agreement with Run Liang Tai and entered into the Particle Supplemental Agreement with Run Liang Tai on July 23, 2019, for the proposed sale of 34% equity interest of Particle on an as-if converted basis. According to the Particle Supplemental Agreement, we agreed to sell 212,358,165 shares with the total purchase price of US\$448 million. In addition, we agreed that Run Liang Tai may pay the purchase price in several installments and deliver the preferred shares of Particle to Run Liang Tai in batches. We completed delivery of the first batch of 94,802,752 Particle shares to Run Liang Tai pursuant to the Particle Supplemental Agreement and received consideration of US\$200 million for such shares and recognized a gain on disposal of available-for-sale debt investments of RMB1,001.2 million in the consolidated statements of comprehensive income/(loss) in 2019, and we have received a further deposit of US\$50 million for the second batch of preferred shares of Particle to be delivered to Run Liang Tai in or before August 2020. In August 2020, we signed a new share purchase agreement, or the New SPA, with Run Liang Tai. Under the New SPA, the rights and obligations of both Run Liang Tai and us with respect to the second batch of shares under the previous agreements were terminated, and instead, we agreed to sell 140,248,775 shares of Particle as the second batch of preferred shares of Particle to Run Liang Tai at a total purchase price of US\$150 million. On August 10, 2020, Run Liang Tai paid approximately US\$99.3 million to us under the New SPA, which represents the difference between the total purchase price and the US\$50 million deposit already paid to us under the previous agreements plus certain other accrued interests. The transaction was closed on October 19, 2020 and we recognized a gain on disposal of available-for-sale debt investments of RMB477.3 million in the consolidated statements of comprehensive income/(loss) in 2020. In August 2020, we acquired 4,584,209 Series D1 preferred shares of Particle from Run Liang Tai, which were previously pledged to the Company to secure the repayment of an interest-free loan with the principal of approximately US\$9.7 million granted by the Company to Run Liang Tai. As of the date of this annual report, we held 4,584,209 Series D1 convertible redeemable preferred shares of Particle, which had been accounted for as available-for-sale debt investments, representing an aggregate of approximately 0.60% equity interest in Particle on an as-if converted basis (which reflected the completion of the issuance of additional shares under Particle's share incentive plan). The fair value of our available-for-sale debt investments in Particle was RMB23.4 million (US\$3.7 million) as of December 31, 2021.

In December 2018, we acquired a 25.5% equity interest in Yitian Xindong with a consideration of RMB144.1 million and started to consolidate Yitian Xindong in our financial statements since December 28, 2018. In March 2019, we acquired another 25.5% equity interest in Yitian Xindong with a consideration of RMB144.1 million and held a total of 51.0% equity interest in and a 51.0% voting rights of Yitian Xindong and continued to consolidate Yitian Xindong's financial statements. In May 2020, we sold all of our equity interests in Yitian Xindong to other investors for a total price of RMB313.6 million in cash. The disposal of Yitian Xindong was qualified for reporting as a "discontinued operation" in our financial statements. See "Item 5. Operating and Financial Review and Prospects — Overview" for further details on the relevant accounting treatment.

We hold 50% of the equity interests in Tianbo. Before April 2019, as we had significant influence over financial and operating decision-making, we accounted for the 50% equity interest by using the equity method of accounting. On April 1, 2019, we obtained control over Tianbo and consolidated Tianbo starting from April 1, 2019 as we and other shareholders of Tianbo agreed to make certain revisions to the articles of association of Tianbo, which granted us the voting power to decide Tianbo's significant financial and operating decisions at both the shareholder level and the board level, to accelerate the development of our real estate vertical and to further bolster the development of our real estate vertical and to create more synergies on Tianbo's new business, with the equity interest in Tianbo of 50% unchanged. At the same time, we agreed with other shareholders of Tianbo and would provide free advertising resources to Tianbo as consideration to gain control over Tianbo. Tianbo is principally engaged in operation of the real estate vertical and sales of real estate advertisements for us.

In January 2015, we established a subsidiary, Meowpaw. Meowpaw is engaged in creating intellectual properties, related games, books, movies and animations, etc. In July 2020, we, through one of our subsidiaries, Meowpaw and the non-controlling shareholder of Meowpaw entered into a share transfer agreement. According to such agreement, the non-controlling shareholder sold the 25% of Meowpaw's equity interest it then held to us at a nominal consideration and Meowpaw has become a 100% owned subsidiary of us.

In November 2018, we acquired a 10% equity interest in Yitong Technology, by investing in newly issued shares of Yitong Technology with a total consideration of RMB13.0 million. Yitong Technology mainly engages in big data application development and operation in China. As our equity investment in Yitong Technology has preferred liquidation rights, it is not considered as in-substance common stock, and should be measured at fair value, with changes in the fair value recognized through net income/(loss). As the investments in Yitong Technology lack readily determinable fair values, we elect to use the measurement alternative defined as cost, less impairments, adjusted by observable price changes in orderly transactions for the identical or a similar investment of the same issuer. As of December 31, 2021, the carrying value of our equity investment in Yitong Technology was RMB13.0 million (US\$2.0 million).

In January 2020, we and an independent third party proposed to jointly operate advertising business. One of our wholly-owned subsidiaries, Fengqingyang, formerly known as Beijing Youjiuzhou Technology Co., Ltd., underwent an increase in share capital and as a result, we and the third-party hold 60% and 40% of the equity interest in Fengqingyang, respectively. We continue to consolidate Fengqingyang.

In May 2020, our board of directors approved an investment program in selected venture capital funds, according to which, we signed the relevant agreements in relation to a total amount of RMB90.0 million investments and acquired partnership interests in three funds. As of December 31, 2021, we made a total of RMB81.0 million (US\$12.7 million) investments in these three funds. Investments in two of such funds with total considerations of RMB60.0 million were accounted for under equity method as significant influence could be imposed by us, and the investment in the other fund of RMB21.0 million was accounted for using the net asset value as a practical expedient under ASC 820. The carrying value of investments in the three funds as of December 31, 2021 were RMB83.1 million (US\$13.0 million). As of March 31, 2022, we have already made investments in these three funds with a total amount of RMB90.0 million (US\$14.1 million).

In December 2020, we acquired, through Tianying Jiuzhou, approximately 3.7773% partnership interests in Kesheng Jiada with a consideration of RMB10.0 million, representing 1.0% indirect equity interests in 4K Garden, a company that focuses on developing 4K ultra HD content ecosystem and related technology and 5G+ ultra HD application technology platform. Kesheng Jiada is a special purpose vehicle that holds equity interests in 4K Garden. As the investments in Kesheng Jiada lack readily determinable fair values, we elect to use the measurement alternative defined as cost, less impairments, adjusted by observable price changes in orderly transactions for the identical or a similar investment of the same issuer. In January 2021, we acquired additional 1.8886% partnership interests in Kesheng Jiada, representing 0.5% indirect equity interests in 4K Garden, with a consideration of RMB5.0 million (US\$0.8 million). As of December 31, 2021, the carrying value of the equity investment was RMB15.0 million (US\$2.4 million).

In addition, we previously invested in several other businesses. After considering the operating results of these entities and the likelihood of recovering value from such investments, our equity interests in these businesses have been fully impaired and we have fully written off our entire investments in these entities.

### **Contractual Arrangements with the VIEs**

Phoenix New Media limited is not a Chinese operating company but a Cayman Islands holding company with operations primarily conducted by its subsidiaries in China and through contractual arrangements with the VIEs based in China. Foreign investment in the Internet and mobile services industries is currently prohibited or restricted in China. As a Cayman Islands company, we do not qualify to conduct these businesses under PRC regulations. See “—B. Business Overview—Regulatory Matters.” As a result, our business in China is operated through contractual arrangements with the VIEs.

We do not have any equity interests in Tianying Jiuzhou, Fenghuang Ronghe, or Chenhuan or their subsidiaries. However, as a result of these contractual arrangements, we are the primary beneficiary of each of Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan (including their respective subsidiaries) and account for them as the VIEs under U.S. GAAP. Outstanding equity interests in Tianying Jiuzhou are held by Haiyan Qiao and Ximin Gao. Outstanding equity interests in Fenghuang Ronghe are held by Ming Zou and Xiaojia Wang. Outstanding equity interests in Chenhuan are held by Ming Chen and Yansheng He. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure—The shareholders of the VIEs may have potential conflicts of interest with us.”

We have consolidated the financial results of each of Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan and their subsidiaries in our consolidated financial statements in accordance with U.S. GAAP. In 2021, Tianying Jiuzhou and its subsidiaries accounted for 37.9% of our total revenues, Fenghuang Ronghe and its subsidiaries accounted for 3.3% of our total revenues, and Chenhuan and its subsidiaries accounted for 3.5% of our total revenues.

These contractual arrangements may not be as effective as ownership in providing us with control over the VIEs. If the VIEs or their shareholders fail to perform their respective obligations under these contractual arrangements, our recourse to the assets held by the VIEs is indirect and we may have to incur substantial costs and expend significant resources to enforce such arrangements in reliance on legal remedies under PRC law. These remedies may not always be effective, particularly in light of uncertainties regarding the interpretation and enforcement of the relevant laws and regulations. Furthermore, in connection with litigation, arbitration or other judicial or dispute resolution proceedings, assets under the name of any of record holder of equity interest in the VIEs, including such equity interest, may be put under court custody. As a consequence, we cannot be certain that the equity interest will be disposed pursuant to the contractual arrangement or ownership by the record holder of the equity interest. See “Item 3. Key Information—D.

Risk Factors—We rely on contractual arrangements with the VIEs in China, and their shareholders, for our business operations, which may not be as effective in providing operational control or enabling us to derive economic benefits as through ownership of controlling equity interests.”

All of these contractual arrangements are governed by and interpreted in accordance with PRC law, and disputes arising from these contractual arrangements will be resolved through arbitration in China. As a result, uncertainties in the interpretation and enforcement of PRC laws, rules and regulations could limit our ability, as a Cayman holding company, to enforce these contractual arrangements.

### **Overview of the Contractual Arrangements**

The contractual arrangements among Fenghuang On-line, Qieyiyou, the VIEs and the shareholders of the VIEs enable us to:

- receive substantially all of the economic benefits from Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan and their subsidiaries in consideration for the technical and consulting services provided and intellectual property rights licensed by Fenghuang On-line and Qieyiyou;
- exercise effective control over Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan and their subsidiaries; and
- have an exclusive option to purchase all of the equity interests in Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan when and to the extent permitted under PRC laws.

### **Agreements that Transfer Economic Benefits to Us**

*Exclusive Technical Consulting and Service Agreements.* Under the exclusive technical consulting and service agreements between Fenghuang On-line and each of Tianying Jiuzhou and Fenghuang Ronghe, or the Fenghuang On-line Technical Service Agreements, Fenghuang On-line has the exclusive right to provide designated technical and consulting services to the VIEs, including developing and upgrading various software, developing system technology, maintaining operational hardware and providing various training and consulting services, among other services. Third parties may only be engaged to provide the designated services to the VIEs under limited circumstances that are within the control of Fenghuang On-line.

The Fenghuang On-line Technical Service Agreements also transfer all of the economic benefit of intellectual property created by the relevant VIEs to Fenghuang On-line. To the extent that the relevant VIEs jointly develop business-related technologies with Fenghuang On-line or are entrusted by Fenghuang On-line to develop business-related technologies, the ownership and patent application rights for such technologies are vested in Fenghuang On-line. To extent that the relevant VIEs develop business-related technologies independently, the relevant VIEs are required to promptly notify Fenghuang On-line of such technologies, and Fenghuang On-line has the right to purchase each such technology for RMB1 or the minimum purchase price permitted by then applicable law, or otherwise has priority rights with respect to any transfer or license of such technologies. In addition, Fenghuang On-line controls the patent applications of any business-related technologies created by the relevant VIEs.

The term of each Fenghuang On-line Technical Service Agreements is indefinite unless terminated by Fenghuang On-line by providing prior written notice to the relevant VIE. The Fenghuang On-line Technical Service Agreements provide that the relevant VIEs cannot terminate such agreements under any circumstances or on any ground unless otherwise provided for by law.

The Fenghuang On-line Technical Service Agreements provide that any disputes shall be resolved by the parties through negotiation, and if the parties cannot reach an agreement within thirty days, the dispute shall be submitted to the China International Economic and Trade Arbitration Commission in Beijing. The arbitral awards shall be final and binding upon both parties.

Qieyiyou and Chenhuan have entered into an exclusive technical consulting and service agreement, or Qieyiyou Technical Service Agreements (collectively with Fenghuang On-line Technical Service Agreements as the Technical Service Agreements). The Qieyiyou Technical Service Agreements contains terms substantially similar to the Fenghuang On-line Technical Service Agreements described above.

Pursuant to the Technical Service Agreements, the VIEs have each agreed to pay to Fenghuang On-line or Qieyiyou an amount equal to a certain percentage of their respective annual revenues, plus a special service fee for certain services rendered by Fenghuang On-line or Qieyiyou at the request of the relevant VIE. However, the Technical Service Agreements also provide that notwithstanding such agreement as to payment, the actual amount of the service fee may be adjusted upon mutual agreement of the

parties. Historically, the VIEs have deducted relevant costs and expenses from the amount that is subject to the service fee payment. In 2019, 2020 and 2021, the VIEs transferred technical service fees of RMB43.3 million, RMB17.4 million and RMB16.8 million (US\$2.6 million), respectively, to Fenghuang On-line and Qieyiyou and their subsidiaries.

***Agreements that Provide Us with Effective Control and Grant Fenghuang On-line and Qieyiyou an Exclusive Option to Purchase all of the Equity Interests in the Respective VIEs When and to the Extent Permitted Under PRC Laws***

*Voting Right Entrustment Agreements.* Each of the Tianying Jiuzhou and Fenghuang Ronghe, their respective shareholders and Fenghuang On-line have entered into a voting right entrustment agreement. Pursuant to the voting right entrustment agreements the shareholders of each relevant VIE have granted a person designated by Fenghuang On-line, or the trustee, the right to exercise their rights as shareholders, including all voting rights, as well as rights to attend and propose the convening of shareholder meetings. Under the voting right entrustment agreements, the respective trustees have the right to access all information regarding the relevant VIE's operation, business, clients, finances and employees, as well as their financial, business and corporate documentation.

The term of each voting right entrustment agreement is indefinite unless both parties agree to terminate the agreement in writing, or unless Fenghuang On-line decides in its discretion to terminate the relevant agreement after the relevant VIE or one of its shareholders breaches the agreement and such breach is not remedied within ten days of receipt of written notice. The voting right entrustment agreements provide that the relevant VIEs cannot terminate such agreements under any circumstances or on any ground unless otherwise provided for by law.

The voting right entrustment agreements provide that any disputes shall be resolved by the parties through negotiation, and if the parties cannot reach an agreement within thirty days, the dispute shall be submitted to the China International Economic and Trade Arbitration Commission in Beijing. The arbitral awards shall be final and binding upon both parties.

Qieyiyou, Chenhuan and each of the shareholders of Chenhuan have entered into a voting right entrustment agreement. The voting right entrustment agreement contains terms substantially similar to the voting right entrustment agreement relating to Fenghuang On-line described above.

*Exclusive Equity Option Agreements.* Each of the Tianying Jiuzhou and Fenghuang Ronghe, their respective shareholders and Fenghuang On-line have entered into an exclusive equity option agreement, or equity option agreement, pursuant to which Fenghuang On-line has an irrevocable, unconditional and exclusive option to purchase, or to designate other persons to purchase from the shareholders, to the extent permitted by applicable PRC laws, rules and regulations, all of the equity interests in the VIEs. Fenghuang On-line may acquire all of the equity interests in the relevant affiliated entity through one purchase or a series of purchases, the timing, manner and frequency of which are in Fenghuang On-line's discretion. The purchase price for the entire equity interest is to be calculated based on the paid-up amount of the relevant equity interest or the minimum price permitted by applicable PRC laws, rules and regulations. In addition, the amount borrowed by the respective shareholders from Fenghuang On-line for making the capital contributions to the relevant VIEs under the loan agreements, as described in "—Loan Agreements," shall offset the purchase price paid for any transfer of equity interests from the respective shareholders to Fenghuang On-line or be immediately repaid by such shareholders in accordance with the terms of the loan agreement.

Under the equity option agreements, the shareholders have agreed that, without Fenghuang On-line's written consent, they will not take certain actions, including transferring any of their equity interests in the relevant VIEs, disposing or causing the relevant VIEs' management to dispose of any of the entities' tangible or intangible assets, terminating any material agreement to which the relevant VIEs are party, appointing or removing any of the relevant VIEs' directors, supervisors or management members, causing or endorsing the declaration or actual distribution of any profit, bonus, dividends or interests of the relevant VIEs, or causing or endorsing any lending or borrowing or provision of any guarantee or creation of any other security interest other than in the normal course of business, among other actions.

The term of each equity option agreement will expire when all of the equity interests in the relevant VIEs have been duly transferred to Fenghuang On-line or its designated representative. In addition, the equity option agreements provide that neither of the relevant VIEs nor their shareholders may terminate such agreements under any circumstances or on any ground.

The equity option agreements provide that any disputes shall be resolved by the parties through negotiation, and if the parties cannot reach an agreement within thirty days, the dispute shall be submitted to the China International Economic and Trade Arbitration Commission in Beijing. The arbitral awards shall be final and binding upon both parties.

Qieyiyou, Chenhuan and each of the shareholders of Chenhuan have entered into an exclusive equity option agreement. The exclusive equity option agreement contains terms substantially similar to the exclusive equity option agreement relating to Fenghuang On-line described above.

*Loan Agreements.* Pursuant to the loan agreements among Fenghuang On-line and the respective shareholders of Tianying Jiuzhou and Fenghuang Ronghe, Fenghuang On-line granted interest-free loans to the shareholders of the relevant VIEs in an amount equal to their respective paid-in capital contribution in the relevant VIEs. The loans can be repaid only with proceeds from the sale of all of the respective shareholder's equity interests in the applicable VIE to Fenghuang On-line or its designated representatives pursuant to the applicable equity option agreement.

The term of each loan is ten years from the execution of the applicable loan agreement, and may be extended upon mutual agreement of the parties. On December 31, 2019, Fenghuang On-line and the shareholders of Tianying Jiuzhou entered into a supplemental agreement to extend the loan for a term of ten years upon expiration of the original loan agreement on the same day. Any disputes shall be resolved by the parties through negotiation, and if the parties cannot reach an agreement within thirty days, the dispute shall be submitted to the China International Economic and Trade Arbitration Commission in Beijing. The arbitral awards shall be final and binding upon both parties.

Qieyiyou and the shareholders of Chenhuan have entered into a loan agreement. The loan agreement contains terms substantially similar to the loan agreement relating to Fenghuang On-line described above.

*Equity Pledge Agreements.* Each of Tianying Jiuzhou and Fenghuang Ronghe, their respective shareholders and Fenghuang On-line, have entered into an equity pledge agreement. Under the equity pledge agreements, the shareholders have pledged their respective equity interests in the relevant VIEs to Fenghuang On-line to secure the performance of the obligations of the relevant VIEs and the shareholders under the applicable technical service agreements, voting right entrustment agreements, equity option agreements and loan agreements, including, among others, the payment of the service fees, the entrustment of the shareholders' voting rights in the VIEs, the conditional transfer of the shareholders' equity interests in the VIEs and the repayment of the shareholder loans with proceeds from the transfer of the shareholders' equity interests, respectively. In addition, the shareholders of Chenhuan and Qieyiyou have also entered into an equity pledge agreement, or Qieyiyou Equity Pledge Agreement, which is substantially similar to the equity pledge agreements of Tianying Jiuzhou and Yifeng Lianhe except that the amount of such guarantee under the Qieyiyou Equity Pledge Agreement is limited to an amount equal to the shareholders' respective capital contribution in the Chenhuan, the Qieyiyou Equity Pledge Agreement contains terms substantially similar to the equity pledge agreement relating to Fenghuang On-line.

The term of each equity pledge agreement will expire when the secured obligations have been fully performed or released. Any disputes shall be resolved by the parties through negotiation, and if the parties cannot reach an agreement within thirty days, the dispute shall be submitted to the China International Economic and Trade Arbitration Commission in Beijing. The arbitral awards shall be final and binding upon both parties.

We have been advised by our PRC legal counsel, Zhong Lun Law Firm, that our organizational structure in China (including our corporate structure and our contractual arrangements with the VIEs) complies with all applicable PRC laws, rules and regulations, and does not violate, breach, contravene or otherwise conflict with any applicable PRC laws, rules or regulations. However, there are uncertainties regarding the interpretation and application of the relevant PRC laws, rules and regulations. Accordingly, there can be no assurance that the PRC regulatory authorities will not take a view that is contrary to the opinion of our PRC legal counsel. Our PRC legal counsel has further advised that if a PRC government authority determines that our corporate structure, the contractual arrangements or the reorganization to establish our current corporate structure violates any applicable PRC laws, rules or regulations, the contractual arrangements will become invalid or unenforceable, and we could be subject to severe penalties and required to obtain additional governmental approvals from the PRC regulatory authorities. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure—If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with PRC governmental restrictions on foreign investment in Internet businesses, or if these regulations or the interpretation of existing regulations change in the future, we would be subject to severe penalties or be forced to relinquish our interests in those operations" and "Item 3. Key Information—D. Risk Factors—Risks Relating to Doing Business in China—Uncertainties with respect to the PRC legal system could limit the protections available to you and us."

## **Our Relationship with Phoenix TV**

We are currently a subsidiary of Phoenix TV, the leading Hong Kong-based satellite TV network broadcasting Chinese language content globally and into China. Phoenix TV owned 54.5% of our outstanding ordinary shares and 60.9% of the voting

power of our ordinary shares as of March 31, 2022. Phoenix TV first reported its new media business as one of its business segments in its annual report submitted to the Hong Kong Stock Exchange for the year ended December 31, 2007.

In addition, we entered into several sets of trademark and program content licensing agreements with Phoenix TV or certain of its subsidiaries in the past and continue to use certain copyrighted content and trademarks provided by Phoenix TV Group. See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Agreements and Transactions with Phoenix TV and Certain of its Subsidiaries.”

We have a mutually beneficial relationship with Phoenix TV. We and Phoenix TV share a common vision of the convergence of traditional and new media channels, and work together to realize this vision. Phoenix TV enables us to display our proprietary content on its TV programs. We believe that our and Phoenix TV’s active promotion of one another’s brands on our respective Internet-enabled and TV platforms helps to grow our combined audience synergistically.

On February 17, 2014, our Chief Executive Officer Mr. Shuang Liu was also promoted to the position of Chief Operating Officer of Phoenix TV. The key initiative for his new position at Phoenix TV is to accelerate the convergence of TV, Internet and mobile platforms of the two companies. As the Chief Operating Officer of Phoenix TV, Mr. Liu is tasked with strategizing, overseeing and allocating resources to implement this convergence strategy. Through this appointment, both companies can more seamlessly expand user reach on each of its media platforms, provide advertisers a one-stop shop solution, more effectively monetize the Phoenix brand across all verticals, and achieve greater cost synergies.

Although we believe that our interests and those of Phoenix TV are mostly aligned because Phoenix TV will continue to consolidate our financial results as long as Phoenix TV maintains a majority voting interest in our company, there may be conflicts of interest between our company and Phoenix TV from time to time. We may not be able to resolve any potential conflicts, and even if we do so, the resolution may be less favorable to us than if we were dealing with a non-controlling shareholder. For more information about our potential conflicts of interest with Phoenix TV, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Corporate Structure—We may have conflicts of interest with Phoenix TV and, because of Phoenix TV’s controlling beneficial ownership interest in our company, may not be able to resolve such conflicts on terms favorable for us.”

#### **Subsidiaries of Phoenix New Media Limited**

An exhibit containing a list of our significant subsidiaries has been filed with this annual report.

#### **D. Property, Plants and Equipment**

Please refer to “B. Business Overview—Facilities” for a discussion of our property, plants and equipment.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

Unless otherwise stated, the discussion and analysis of our financial condition and results of operation in this section apply to our financial information as prepared according to U.S. GAAP. You should read the following discussion and analysis of our financial condition and operating results in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report. The following discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Item 3. Key Information—D. Risk Factors.”

##### **Overview**

We are 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, we enable consumers to access professional news and other quality information and UGC, on the Internet and through their PCs and mobile devices. We also transmit our UGC and in-house produced content to TV viewers primarily through Phoenix TV. Our PC channel includes major verticals such as news, finance, video, automobile, technology, entertainment, military, real estate, fashion and sport. Our mobile channel includes our mobile news application, mobile video application, mobile digital reading applications and mobile Internet websites. We also act as a unique and quality content provider for multiple third-party channel. The appeal of our brand is enhanced by its affiliation with the “Phoenix” (“鳳凰”) brand of Phoenix TV.



According to iResearch, our number of PC monthly unique visitors was 106 million in December 2021 and we have ranked second among all Internet portals in China in terms of monthly unique visitors in December 2021. We earn revenues from advertising and paid services, which accounted for 90.3% and 9.7% of our total revenues, respectively, in 2021.

We recognize revenues from our advertising services on a net basis, after deducting the agency service fees we pay to advertising agencies and the VAT and the cultural development fee. We provide advertising services through PC channel and mobile channel, which accounted for 30.0% and 70.0% of our net advertising revenues, respectively, in 2021. We see mobile devices as the primary gateway for news and other media content consumption going forward. In recent years, we have taken steps to optimize our business model by shifting our revenue mix towards our mobile channels. By continuing to strengthen our core competencies of content production capability, dedication to serious journalism and cutting-edge technology, we believe that we will be better positioned to capitalize on emerging opportunities as increasing numbers of consumers in China use Internet-enabled mobile devices to consume news and other media content.

We offer a wide variety of paid services primarily through our mobile channel and operations with the telecom operators and other third parties. Prior to 2021, our paid services revenues were primarily generated from (i) paid contents, which includes digital reading, audio books, paid videos, and other content-related sales activities, (ii) games, which includes web-based games and mobile games, (iii) MVAS, and (iv) others. Beginning from January 1, 2021, MVAS, games and others are referred to collectively as E-commerce and others. For comparison purposes, the revenues from paid services for the years ended December 31, 2019 and 2020 have been retrospectively re-classified into revenues from paid contents and revenues from E-commerce and others. We derived 43.0%, and 57.0% of our paid services revenues, respectively, from our paid contents, and E-commerce and others in 2021. Our paid services revenues increased from RMB95.8 million in 2020 to RMB100.3 million (US\$15.7 million) in 2021, mainly caused by the increase in revenues from E-commerce and revenues from licensing fees related to audio books.

Our business and operating results are affected by general factors affecting China's new media industry, which include China's overall economic growth, per capita disposable income, the trend of media convergence, growth of new media and its popularity as an advertising medium, growth of Internet (including mobile Internet) penetration, adoption of paid services, including 3G /4G mobile services, and smart phones. Unfavorable changes in any of these general industry conditions could negatively affect demand for our services and negatively and materially affect our operating results.

Our business, operating results, financial condition and future growth are more directly affected by company specific factors and trends, including:

- our ability to maintain and expand our target user base;
- our ability to provide effective advertising services and enhance our pricing power;
- our ability to grow our paid services on both mobile operators' platforms and our own platforms; and
- our ability to procure and produce content in a cost-effective manner.

## Critical Accounting Estimates

We prepare our consolidated financial statements in accordance with U.S. GAAP, which requires our management to make estimates that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the balance sheet dates, as well as the reported amounts of revenues and expenses during the reporting periods. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations would be affected. We base our estimates on our own historical experience and other assumptions that we believe are reasonable after taking account of our circumstances and expectations for the future based on available information. We evaluate these estimates on an ongoing basis.

We consider an accounting estimate to be critical if: (i) the accounting estimate requires us to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and (ii) changes in the estimate that are reasonably likely to occur from period to period or use of different estimates that we reasonably could have used in the current period, would have a material impact on our financial condition or results of operations. There are other items within our financial statements that require estimation but are not deemed critical, as defined above. Changes in estimates used in these and other items could have a material impact on our financial statements. For a detailed discussion of our principal accounting policies and related judgments, see “Notes to Consolidated Financial Statements – Note 2 Principal Accounting Policies”.

### *Allowance for Credit Losses*

The allowance for credit losses represents our estimate of the expected lifetime credit losses inherent in accounts receivable as of the balance sheet date. The adequacy of our allowance for credit losses, the assumptions and models used in establishing the allowance are evaluated regularly. Because credit losses can vary substantially over time, estimating credit losses requires a number of assumptions about matters that are uncertain. Changes in assumptions affect our operating expenses on our consolidated statements of comprehensive income/(loss) and the allowance for credit losses contained within our accounts receivable, net on our consolidated balance sheets. See Note 6 of the Notes to the Financial Statements for more information regarding allowance for credit losses.

*Nature of Estimates Required.* We estimate the allowance for credit losses for receivables that share similar risk characteristics based on a collective assessment using a combination of measurement models and management judgment. The models consider factors such as historical trends in credit losses, recent portfolio performance, and forward-looking macroeconomic conditions. If we do not believe the models reflect lifetime expected credit losses for the portfolio, an adjustment is made to reflect management judgment regarding qualitative factors including economic uncertainty, observable changes in portfolio performance, and other relevant factors.

*Assumptions Used.* The provision for credit losses is estimated mainly based on past collection experience as well as consideration of current and future economic conditions and changes in our collection trends. We estimate the expected credit losses for financial assets with similar risk characteristics on a pool basis. The key assumptions used in the process of estimating the provision for credit losses include portfolio composition, loss severity and recoveries, and application of macroeconomic forecasts. The estimate of expected credit losses is sensitive to our assumptions in these factors. When one of our estimates of loss severity and recoveries and macroeconomic forecasts decreased/increased by 5% while holding all other estimates constant, there would be no significant impact to our consolidated results of operations.

Our estimate of the key assumptions did not change significantly throughout the periods presented.

### *Income Taxes*

*Nature of Estimates Required.* We must make estimates and apply judgment in determining the provision for income taxes for financial reporting purposes. We make these estimates and judgments primarily in the following areas: (i) the calculation of tax credits, (ii) the calculation of differences in the timing of recognition of revenue and expense for tax reporting and financial statement purposes, as well as (iii) the calculation of interest and penalties related to uncertain tax positions. Changes in these estimates and judgments may result in a material increase or decrease to our tax provision, which would be recorded in the period in which the change occurs.

*Assumptions and Approach Used.* We are subject to the income tax laws and regulations of the jurisdictions in which we operate. These tax laws and regulations are complex and involve uncertainties in the application to our facts and circumstances that may be open to interpretation. We recognize benefits for these uncertain tax positions based upon a process that requires judgment regarding the technical application of the laws, regulations, and various related judicial opinions. If, in our judgment, it is more likely than not (defined as a likelihood of more than 50%) that the uncertain tax position will be settled favorably for us, we estimate an amount that ultimately will be realized. This process is inherently subjective since it requires our assessment of the probability of

future outcomes. We evaluate these uncertain tax positions on a quarterly basis, including consideration of changes in facts and circumstances, such as new regulations or recent judicial opinions, as well as the status of audit activities by taxing authorities. Changes to our estimate of the amount to be realized are recorded in our provision for income taxes during the period in which the change occurred.

We must also assess the likelihood that we will be able to recover our deferred tax assets against future sources of taxable income and reduce the carrying amount of deferred tax assets by recording a valuation allowance if, based on all available evidence, it is more likely than not that all or a portion of such assets will not be realized.

This assessment, which is completed on a taxing jurisdiction basis, takes into account various types of evidence, including the following:

- *Nature, frequency, and severity of current and cumulative net operating losses.* A pattern of objectively measured recent net operating losses is heavily weighted as a source of negative evidence. We generally consider cumulative pre-tax losses in the three-year period ending with the current quarter to be significant negative evidence regarding future profitability. We also consider the strength and trend of earnings, as well as other relevant factors. In certain circumstances, historical information may not be as relevant due to changes in our business operations;
- *Sources of future taxable income.* Future reversals of existing temporary differences are heavily weighted sources of objectively verifiable positive evidence. Projections of future taxable income exclusive of reversing temporary differences are a source of positive evidence only when the projections are combined with a history of recent profits and can be reasonably estimated. Otherwise, these projections are considered inherently subjective and generally will not be sufficient to overcome negative evidence that includes relevant cumulative losses in recent years, particularly if the projected future taxable income is dependent on an anticipated turnaround to profitability that has not yet been achieved. In such cases, we generally give these projections of future taxable income no weight for the purposes of our valuation allowance assessment; and
- *Tax planning strategies.* If necessary and available, tax planning strategies could be implemented to accelerate taxable amounts to utilize expiring carryforwards. These strategies would be a source of additional positive evidence and, depending on their nature, could be heavily weighted.

In assessing the realizability of deferred tax assets, we consider the trade-offs between cash preservation and cash outlays to preserve tax credits. However, the ultimate realization of our deferred tax assets is subject to a number of variables, including our future profitability within relevant tax jurisdictions, and future tax planning and the related effects on our cash and liquidity position. Accordingly, our valuation allowances may increase or decrease in future periods.

For additional information regarding income taxes, see Note 16 of the Notes to the Financial Statements.

## Description of Key Statement of Comprehensive Income/(Loss) Items

### Revenues

The following table sets forth the principal components of our total revenues by amount and by percentage of total revenues for the years presented.

	For the Years Ended December 31,						
	2019		2020		2021		
	RMB	%	RMB	%	RMB	US\$	%
	(In thousands except percentages)						
Revenues:							
Net advertising revenues	1,194,761	90.0	1,113,017	92.1	930,025	145,941	90.3
Paid services revenues	133,020	10.0	95,828	7.9	100,306	15,740	9.7
Total revenues	<u>1,327,781</u>	<u>100.0</u>	<u>1,208,845</u>	<u>100.0</u>	<u>1,030,331</u>	<u>161,681</u>	<u>100.0</u>

We derive our revenues from advertising services and paid services.

*Advertising Services.* Our net advertising revenues accounted for 90.0%, 92.1% and 90.3% of our total revenues in 2019, 2020 and 2021, respectively. We generate our net advertising revenues from payments made by advertisers to place their advertisements on our ifeng.com, mobile Internet websites i.ifeng.com and our mobile applications in different formats over a

particular period of time. Such formats generally include but are not limited to banners, newsfeed, videos, text-links, logos, buttons and rich media.

Advertisers purchase our advertising services primarily through third-party advertising agencies. Currently the advertising business has three main types of pricing models, consisting of the CPD model, the CPM model, and the CPC model. We recognize advertising revenues on a net basis after deducting service fees earned by advertising agencies and the VAT and the cultural development fee.

We also earn advertising revenues from related parties, including Phoenix TV, for joint TV and online advertising solutions which we provide together with Phoenix TV to certain Phoenix TV advertising customers, China Mobile Communication Corporation, or China Mobile, and our investees for online advertising services. We also record these revenues as net advertising revenues earned from related parties. Our net advertising revenues earned from related parties accounted for 4.2%, 3.4% and 3.1% of our net advertising revenues in 2019, 2020 and 2021, respectively.

*Paid Services.* Our paid services revenues contributed 10.0%, 7.9% and 9.7% of our total revenues in 2019, 2020 and 2021, respectively. The following table sets forth our paid services offerings and their respective contributions to our paid services revenues and total revenues in 2019, 2020 and 2021, respectively.

Paid Services Revenues*	For the Years Ended December 31,					
	% of Paid Services Revenues			% of Total Revenues		
	2019	2020	2021	2019	2020	2021
<b>Paid contents</b>						
Digital reading, audio books, paid videos, and other content-related sales activities	53.5	48.2	43.0	5.3	3.8	4.2
<b>E-commerce and others</b>						
E-commerce, games, MVAS and others	46.5	51.8	57.0	4.7	4.1	5.5

Note:

\* Prior to 2021, paid services revenues comprised of (i) revenues from paid contents, which included digital reading, audio books, paid videos, and other content-related sales activities, (ii) revenues from games, which included web-based games and mobile games, (iii) revenues from MVAS, and (iv) revenues from others. Beginning from January 1, 2021, MVAS, games and others are referred to collectively as E-commerce and others. For comparison purposes, the revenues from paid services for the years ended December 31, 2019 and 2020 have been retrospectively re-classified into revenues from paid contents and revenues from E-commerce and others.

These revenues were recorded either on gross or net basis depending on the nature of the services that we provided to the customers.

Our paid services revenues generated from China Mobile, a related party, accounted for 45.5%, 31.8% and 29.7% of our paid services revenues in 2019, 2020 and 2021, respectively. We generated paid services revenues of RMB60.5 million, RMB30.5 million and RMB29.8 million (US\$4.7 million) from providing services to customers of China Mobile and collecting fees through arrangements with China Mobile in 2019, 2020 and 2021, respectively. The decrease in paid services revenues with China Mobile was primarily due to a decrease in the MVAS revenues mainly resulting from the decline in users' demand for services provided through telecom operators in China.

*VAT and Related Surcharges.* We are subject to VAT and related surcharges on the revenues earned for services provided in the PRC. The primary applicable rate of VAT is 6.0% for the years ended December 31, 2019, 2020 and 2021. Related surcharges mainly comprised of urban maintenance and construction tax and education surcharges. The urban maintenance and construction tax are charged at 7%, 5% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. Education surcharges are charged at 3% of the amount of VAT actually paid and local education surcharges are charged at 2% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. We are also subject to a cultural development fee on the provision of advertising services in the PRC and the applicable tax rate decreased from 3% of the net advertising revenues before July 1, 2019 to 1.5% of the net advertising revenues since July 1, 2019, valid until December 31, 2024. The VAT and the cultural development fee are recorded as a reduction item of revenues in the consolidated statements of comprehensive income/(loss). The urban maintenance and construction tax, education surcharges and local education surcharges are recorded in the cost of revenues in the consolidated statements of comprehensive income/(loss).

### Cost of Revenues

Our cost of revenues consists primarily of (1) revenue sharing fees, including service fees retained by mobile telecommunications operators, and revenue sharing fees paid to our channel and content partners, (2) content and operational costs,

including personnel-related cost associated with content production and certain advertisement sales support personnel, content procurement costs to third-party professional media companies, we-media and other personal content providers and to Phoenix TV Group, direct costs related to in-house content production, channel testing costs, rental cost, depreciation and amortization, the urban maintenance and construction tax, education surcharges and local education surcharges, and other miscellaneous costs, and (3) bandwidth costs. The increase in cost of revenues from 2020 to 2021 was primarily caused by the increase in revenue sharing fees paid to business partners and the increase in personnel related costs to develop original content in 2021. The following table sets forth the components of our cost of revenues by amount and by percentage of total revenues for the years indicated.

	For the Years Ended December 31,					
	2019		2020		2021	
	RMB	%	RMB	%	RMB	US\$
(In thousands except percentages)						
Cost of revenues:						
Revenue sharing fees	25,157	1.9	19,550	1.6	27,673	4,342
Content and operational costs	603,573	45.5	482,641	40.0	513,449	80,572
Bandwidth costs	54,600	4.1	57,095	4.7	56,275	8,831
Total cost of revenues	683,330	51.5	559,286	46.3	597,397	93,745

**Revenue Sharing Fees.** We share the revenues generated from some services with the mobile operators through whose networks and/or service platforms we offer our services to our users, and record the revenue sharing fee as cost of revenues. We also share the revenues generated from our paid services with business partners through whose platforms or channels we market and distribute our services and with certain content providers, as applicable. The percentage allocations for our revenue sharing are determined with the relevant parties and vary by service.

**Content and Operational Costs.** Our content costs consist of (i) personnel-related costs which include share-based compensation associated with content production and advertising sales support staff, (ii) payments we make to third-party professional media companies, (iii) revenue sharing fees we pay to we-media and other personal content providers, (iv) the license fees we pay to Phoenix TV Group for the use of its content, (v) production costs related to our in-house produced content, (vi) the urban maintenance and construction tax, education surcharges and local education surcharges, and (vii) operational costs which consist of channel testing costs, event costs incurred in connection with advertising revenue-generating activities, rental costs, depreciation and amortization costs, and other miscellaneous costs.

**Bandwidth Costs.** Bandwidth costs are the fees we pay to mobile operators and other service providers for telecommunications services and for hosting our servers at their Internet data centers.

For more information about such taxes, surcharges and fees, see “—Taxation.” For more information about risks related to potential changes in the taxes applicable to us, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Industry—The discontinuation of any of the preferential tax treatments available to us in China could materially and adversely affect our operating results and financial condition.”

### Operating Expenses

Our operating expenses consist of sales and marketing expenses, general and administrative expenses and technology and product development expenses, and include allocations of expenses from Phoenix TV and impairment of goodwill. Share-based compensation is included in our operating expenses as they are incurred. The increase in operating expenses from 2020 to 2021 was primarily attributable to the increase in allowance for credit losses recognized in 2021 related to the accounts receivable and notes receivable from Evergrande Group caused by Evergrande’s operating results, which was partially offset by the decrease in certain operating expense items as a result of the strict cost control measures, and the absence of impairment of goodwill in 2021 as compared to impairment of goodwill for the reporting unit of Tianbo recognized in 2020.

The following table sets forth our operating expenses, divided into their major categories, by amount and by percentage of total revenues for the years indicated.

	For the Years Ended December 31,					
	2019		2020		2021	
	RMB	%	RMB	%	RMB	US\$
	(In thousands except percentages)					
Operating expenses:						
Sales and marketing expenses	541,772	40.8	279,429	23.1	276,254	43,350
General and administrative expenses	242,047	18.2	277,931	23.0	334,189	52,442
Technology and product development expenses	216,741	16.3	171,989	14.2	158,586	24,886
Impairment of goodwill	—	—	22,786	1.9	—	—
Total operating expenses	<u>1,000,560</u>	<u>75.3</u>	<u>752,135</u>	<u>62.2</u>	<u>769,029</u>	<u>120,678</u>

**Sales and Marketing Expenses.** Our sales and marketing expenses consist primarily of sales and marketing personnel-related expenses, including sales commissions, advertising and promotion expenses including traffic acquisition expenses, rental expenses, and depreciation and amortization expenses.

**General and Administrative Expenses.** Our general and administrative expenses primarily consist of personnel-related expenses for management and administrative staff, professional service expenses, allowance for credit losses, rental expenses, and depreciation and amortization expenses.

**Technology and Product Development Expenses.** Our technology and product development expenses mainly consist of personnel-related expenses associated with the development and maintenance of, and enhancement to our PC websites, mobile applications and mobile websites, expenses associated with new technology and product development and enhancement, rental expenses, and depreciation and amortization expenses.

**Impairment of goodwill.** We recognized an impairment of goodwill of RMB22.8 million for the reporting unit of Tianbo in 2020, mainly caused by the negative impact on Tianbo from both the COVID-19 outbreak in 2020 and the tightened rules and regulations on real estate market in China as well as intensified industry competition. The impairment loss of goodwill was determined by quantitatively comparing the fair value of the Tianbo reporting unit to its carrying amounts, with the fair value of the Tianbo reporting unit determined based on the discounted cash flows of Tianbo.

### Share-based Compensation

We measure the cost of employee services received in exchange for share-based compensation at the grant date fair value of the award. We recognize share-based compensation, net of forfeitures, on a graded-vesting basis over the vesting term of the award. We adopt the Black-Scholes option pricing model to determine the fair value of stock options, and determine the fair value of restricted share and restricted share units based on the fair value of the underlying ordinary shares at the grant date considering the dilutive effect of restricted share and restricted share units. We account for share-based compensation using an estimated forfeiture rate at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from initial estimates. Share-based compensation is recorded net of estimated forfeitures such that expenses are recorded only for share-based awards that are expected to vest.

## Related Party Transactions

In 2019, 2020 and 2021, we have entered into transactions with our related parties, including Phoenix TV, China Mobile, and certain investees, that impacted our net advertising revenues, paid services revenues, cost of revenues, sales and marketing expenses and general and administrative expenses. See “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions.” The following table sets forth the significant transactions with our related parties.

	For the Years Ended December 31,			
	2019	2020	2021	
	RMB	RMB	RMB	US\$
	(In thousands)			
<b>Transactions with the non-US listed part of Phoenix TV Group :</b>				
Content provided by Phoenix TV Group	(11,302)	(2,595)	(17,263)	(2,709)
Advertising and promotion expenses charged by Phoenix TV Group	(4,157)	(2,549)	(2,477)	(389)
Corporate administrative expenses and trademark license fees charged by Phoenix TV Group	(7,045)	(5,039)	(5,360)	(841)
Project cost charged by Phoenix TV Group	(1,148)	(487)	(595)	(93)
Revenues earned from Phoenix TV Group	15,705	10,635	12,403	1,946
<b>Transactions with China Mobile:</b>				
Advertising revenues earned from China Mobile	23,256	23,747	17,464	2,740
Paid services revenues earned from and through China Mobile	60,484	30,486	29,770	4,672
Revenue sharing fees and bandwidth cost charged by China Mobile	(13,999)	(6,487)	(6,631)	(1,041)
<b>Transactions with Investees :</b>				
Advertising revenues earned from Tianbo	16	—	—	—
Advances provided to Tianbo	247	—	—	—
Revenues earned from other investee	315	—	—	—
Other income earned from Particle	1,990	—	—	—
Advertising revenues earned from/(agency service fees paid to) Fengyi Technology	12,612	3,721	(1,047)	(164)
Revenue sharing fees charged by investees	(62)	—	—	—
Advertising and promotion expenses charged by Fengyi Technology	—	(142)	—	—

## Other Income, net

Our other income, net generally reflects gain on disposal of available-for-sale debt investments, government subsidies, net interest income, foreign currency exchange gain or loss, income/(loss) from equity method investments, net of impairment, fair value changes in investments, net, changes in fair value of forward contract in relation to disposal of investments in Particle, changes in fair value of loan related to co-sale of Particle shares, impairment of available-for-sale debt investments and others, net.

For more information about the gain on disposal of available-for-sale debt investments, see “Note 10 Available-for-sale Debt Investments” of our audited consolidated financial statements included at the end of this annual report.

## Taxation

We are incorporated in the Cayman Islands. Under the current relevant laws of the Cayman Islands, corporate income, capital gains or other direct taxes are not imposed on corporations in the Cayman Islands. In addition, dividend payments are not subject to withholding taxes in the Cayman Islands. We recognized gain on disposal of available-for-sale debt investments of RMB1,001.2 million, RMB477.3 million and nil in the consolidated statements of comprehensive income/(loss) for the years ended December 31, 2019, 2020 and 2021, respectively, which was not subject to any corporate income or capital gains taxes under the current laws of the Cayman Islands.

Our subsidiaries incorporated in the British Virgin Islands are exempted from income tax on their foreign-derived income and are not subject to withholding taxes. Our subsidiaries in Hong Kong are subject to 16.5% Hong Kong profit tax on their taxable income generated from operations in Hong Kong. On April 1, 2018, a two-tiered profits tax regime was introduced. The profits tax rate for the first HK \$2 million of profits of corporations is lowered to 8.25%, while profits above that amount continue to be subject to the tax rate of 16.5%.

Each of our PRC subsidiaries and the VIEs are obligated to pay income tax in the PRC. The CIT Law generally applies an income tax rate of 25% to all enterprises, but grants preferential tax treatment to High and New Technology Enterprises (“HNTEs”) and Software Enterprises. Under these preferential tax treatments, HNTEs are entitled to an income tax rate of 15%, subject to a

requirement that they re-apply for HNTE status every three years and Software Enterprises are entitled to an income tax exemption for two years beginning from its first profitable year and a 50% reduction to a rate of 12.5% for the subsequent three years.

Fenghuang On-line was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Fenghuang On-line was subject to a 15% income tax rate for the years from 2019 to 2021.

Tianying Jiuzhou was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Tianying Jiuzhou was subject to a 15% income tax rate from 2019 to 2021.

In 2017 and 2020, Fenghuang Yutian was qualified as an HNTE, respectively, and therefore, Fenghuang Yutian was subject to a 15% income tax rate from 2019 to 2021.

In 2016, Fenghuang Borui was qualified as a Software Enterprise. As 2016 was the first year Fenghuang Borui generated taxable profit, it was exempted from income taxes for the years 2016 and 2017, and was subject to a 12.5% income tax rate from 2018 to 2020. Fenghuang Borui was qualified as an HNTE in 2021, and therefore, Fenghuang Borui was subject to a 15% income tax rate for the year 2021.

All our other PRC subsidiaries and the VIEs were subject to a 25% income tax rate for all the years presented.

Under the CIT Law, dividends paid from our PRC subsidiaries are subject to a withholding tax at 10%. This dividend withholding tax, however, will only be levied on our PRC subsidiaries in respect of profits earned in 2008 onwards. Profits distributed after January 1, 2008 but related to financial results generated for the year ended December 31, 2007 and prior years will not be subject to dividend withholding tax. The dividend withholding tax rate can be lower than 10% subject to tax treaties between China and foreign countries or regions.

The CIT Law also provides that an enterprise established under the laws of foreign countries or regions but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. On April 22, 2009, the SAT issued a circular, known as Circular 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. Under Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its global income only if all of the following conditions are met: (i) the primary location of the day-to-day operational management is in the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholder resolutions, are located or maintained in the PRC; and (iv) at least 50% of voting board members or senior executives habitually reside in the PRC. We and our offshore subsidiaries have never been treated as resident enterprises for PRC tax purposes.

We are subject to VAT and related surcharges on the revenues earned for services provided in the PRC. The primary applicable rate of VAT is 6.0% for the years ended December 31, 2019, 2020 and 2021. Related surcharges mainly comprised of urban maintenance and construction tax and education surcharges. The urban maintenance and construction tax are charged at 7%, 5% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. Education surcharges are charged at 3% of the amount of VAT actually paid and local education surcharges are charged at 2% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. We are also subject to a cultural development fee on the provision of advertising services in the PRC and the applicable tax rate decreased from 3% of the net advertising revenues before July 1, 2019 to 1.5% of the net advertising revenues since July 1, 2019, valid until December 31, 2024. The VAT and the cultural development fee are recorded as a reduction item of revenues in the consolidated statements of comprehensive income/(loss). The urban maintenance and construction tax, education surcharges and local education surcharges are recorded in the cost of revenues in the consolidated statements of comprehensive income/(loss). For more information about risks related to potential changes in the taxes applicable to us, see “Item 3. Key Information — D. Risk Factors — Risks Relating to Our Business and Industry — The discontinuation of any of the preferential tax treatments available to us in China could materially and adversely affect our operating results and financial condition.”

## **A. Results of Operations**

### **Selected Consolidated Financial Information**

We sold all of our investment in Yitian Xindong, on May 18, 2020 and the disposal of Yitian Xindong was qualified for reporting as a “discontinued operation” in our financial statements. See “Item 4. Information on the Company — C. Organizational Structure — Our Corporate Structure” for further details. Accordingly, the historical financial results of Yitian Xindong for the



periods from 2019 to 2020 are reflected in our audited consolidated financial statements included in this annual report as discontinued operations, and historical results discussed elsewhere in this annual report exclude such results unless they are expressly included.

The following table sets forth the selected consolidated statements of comprehensive income/(loss) data by amount and by percentage of total revenues for the years indicated. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not necessarily indicative of the results you may expect for future periods.

	For the Years Ended December 31,						
	2019		2020		2021		
	RMB	%	RMB	%	RMB	US\$	
(In thousands, except percentages)							
<b>Consolidated Statements of Comprehensive Income/(Loss) Data</b>							
<b>Revenues:</b>							
Net advertising revenues	1,194,761	90.0	1,113,017	92.1	930,025	145,941	90.3
Paid services revenues	133,020	10.0	95,828	7.9	100,306	15,740	9.7
<b>Total revenues</b>	<b>1,327,781</b>	<b>100.0</b>	<b>1,208,845</b>	<b>100.0</b>	<b>1,030,331</b>	<b>161,681</b>	<b>100.0</b>
<b>Cost of revenues (1)</b>	<b>(683,330)</b>	<b>(51.5)</b>	<b>(559,286)</b>	<b>(46.3)</b>	<b>(597,397)</b>	<b>(93,745)</b>	<b>(58.0)</b>
<b>Gross profit</b>	<b>644,451</b>	<b>48.5</b>	<b>649,559</b>	<b>53.7</b>	<b>432,934</b>	<b>67,936</b>	<b>42.0</b>
<b>Operating expenses (1) :</b>							
Sales and marketing expenses	(541,772)	(40.8)	(279,429)	(23.1)	(276,254)	(43,350)	(26.8)
General and administrative expenses	(242,047)	(18.2)	(277,931)	(23.0)	(334,189)	(52,442)	(32.4)
Technology and product development expenses	(216,741)	(16.3)	(171,989)	(14.2)	(158,586)	(24,886)	(15.4)
Impairment of goodwill	—	—	(22,786)	(1.9)	—	—	—
<b>Total operating expenses</b>	<b>(1,000,560)</b>	<b>(75.3)</b>	<b>(752,135)</b>	<b>(62.2)</b>	<b>(769,029)</b>	<b>(120,678)</b>	<b>(74.6)</b>
Loss from operations	(356,109)	(26.8)	(102,576)	(8.5)	(336,095)	(52,742)	(32.6)
Other income, net*	1,047,819	78.9	549,198	45.4	83,610	13,120	8.1
Income/(loss) from continuing operations before income taxes	691,710	52.1	446,622	36.9	(252,485)	(39,622)	(24.5)
Income tax expense	(21,950)	(1.7)	(18,977)	(1.6)	(20,581)	(3,230)	(2.0)
Net income/(loss) from continuing operations	669,760	50.4	427,645	35.3	(273,066)	(42,852)	(26.5)
Net income/(loss) from discontinued operations, net of income taxes	54,242	4.1	(62,366)	(5.2)	—	—	—
Net income/(loss)	<b>724,002</b>	<b>54.5</b>	<b>365,279</b>	<b>30.1</b>	<b>(273,066)</b>	<b>(42,852)</b>	<b>(26.5)</b>
Net (income)/loss from continuing operations attributable to noncontrolling interests	(5,564)	(0.4)	(9,669)	(0.8)	67,365	10,573	6.5
Net loss from discontinued operations attributable to noncontrolling interests	9,391	0.7	24,759	2.0	—	—	—
Net loss attributable to noncontrolling interests	3,827	0.3	15,090	1.2	67,365	10,573	6.5
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	50.0	417,976	34.5	(205,701)	(32,279)	(20.0)
Net income/(loss) from discontinued operations attributable to Phoenix New Media Limited	63,633	4.8	(37,607)	(3.2)	—	—	—
<b>Net income/(loss) attributable to Phoenix New Media Limited</b>	<b>727,829</b>	<b>54.8</b>	<b>380,369</b>	<b>31.3</b>	<b>(205,701)</b>	<b>(32,279)</b>	<b>(20.0)</b>
<b>Net income/(loss)</b>	<b>724,002</b>	<b>54.5</b>	<b>365,279</b>	<b>30.1</b>	<b>(273,066)</b>	<b>(42,852)</b>	<b>(26.5)</b>
Other comprehensive income/(loss), net of tax: fair value remeasurement for available-for-sale investments	1,188,762	89.5	(887,248)	(73.4)	(6,611)	(1,037)	(0.6)
Other comprehensive loss, net of tax: reclassification adjustment for disposal of available-for-sale debt investments	(1,008,795)	(76.0)	(491,197)	(40.6)	—	—	—
Other comprehensive income/(loss), net of tax: foreign currency translation adjustment	37,483	2.8	(55,577)	(4.6)	(4,483)	(704)	(0.4)
<b>Comprehensive income/(loss)</b>	<b>941,452</b>	<b>70.8</b>	<b>(1,068,743)</b>	<b>(88.5)</b>	<b>(284,160)</b>	<b>(44,593)</b>	<b>(27.5)</b>
Comprehensive loss attributable to noncontrolling interests	3,827	0.3	15,090	1.2	67,365	10,573	6.5
<b>Comprehensive income/(loss) attributable to Phoenix New Media Limited</b>	<b>945,279</b>	<b>71.1</b>	<b>(1,053,653)</b>	<b>(87.3)</b>	<b>(216,795)</b>	<b>(34,020)</b>	<b>(21.0)</b>

	For the Years Ended December 31,						
	2019		2020		2021		
	RMB	%	RMB	%	RMB	US\$	
(In thousands, except percentages)							
Non-GAAP gross profit (2)	649,624	48.9	652,172	53.9	435,986	68,415	42.3
Non-GAAP loss from operations (2)	(344,250)	(25.9)	(70,407)	(5.8)	(326,513)	(51,238)	(31.7)

Non-GAAP adjusted net loss from continuing operations attributable to Phoenix New Media Limited (3)	(326,120)	(24.6)	(33,650)	(2.8)	(198,426)	(31,137)	(19.3)
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Notes:

\* Other income, net generally reflects net interest income, foreign currency exchange gains or loss, income/(loss) from equity method investments, net of impairments, fair value changes in investments, net, gain on disposal of available-for-sale debt investments, changes in fair value of forward contract in relation to disposal of investments in Particle, changes in fair value of loan related to co-sale of Particle shares, impairment of available-for-sale debt investments and others, net.

(1) Includes share-based compensation as follows:

	For the Years Ended December 31,			
	2019	2020	2021	2021
	RMB	RMB	RMB	US\$
	(In thousands)			
Allocation of share-based compensation:				
Cost of revenues	5,173	2,613	3,052	479
Sales and marketing expenses	1,402	1,764	1,704	267
General and administrative expenses	4,041	3,648	3,244	509
Technology and product development expenses	1,243	1,358	1,582	248
Total share-based compensation included in cost of revenues and operating expenses	11,859	9,383	9,582	1,503

- (2) Non-GAAP gross profit and non-GAAP income or loss from operations are both non-GAAP financial measures. Non-GAAP gross profit is gross profit excluding share-based compensation. Non-GAAP income or loss from operations is income or loss from operations excluding share-based compensation and impairment of goodwill.
- (3) We define non-GAAP adjusted net income or loss from continuing operations attributable to Phoenix New Media Limited as net income or loss from continuing operations attributable to Phoenix New Media Limited excluding share-based compensation, impairment of goodwill, income or loss from equity method investments, net of impairments, fair value changes in investments, net, changes in fair value of forward contract in relation to disposal of investments in Particle, changes in fair value of loan related to co-sale of Particle shares, impairment of available-for-sale debt investments and gain on disposal of available-for-sale debt investments.

We believe the separate analysis and exclusion of the following non-GAAP to GAAP reconciling items add clarity to the constituent parts of our performances. We review non-GAAP gross profit, non-GAAP income or loss from operations and non-GAAP adjusted net income or loss from continuing operations attributable to Phoenix New Media Limited together with gross profit, income or loss from operations and net income or loss from continuing operations attributable to Phoenix New Media Limited to obtain a better understanding of our operating performance. We use these non-GAAP financial measures for planning and forecasting and measuring results against the forecast. Using these non-GAAP financial measures to evaluate our business may assist us and our investors in assessing our relative performance against our competitors and ultimately monitoring our capacity to generate returns for our investors. We also believe it is useful supplemental information for investors and analysts to assess our operating performance without the effect of items like share-based compensation, income or loss from equity method investments, net of impairments, fair value changes in investments, net, which have been and will continue to be significant recurring items, and without the effect of impairment of goodwill, gain on disposal of available-for-sale debt investments, changes in fair value of loan related to co-sale of Particle shares, impairment of available-for-sale debt investments and changes in fair value of forward contract in relation to disposal of investments in Particle, which have been significant and one-time items. However, the use of non-GAAP financial measures has material limitations as an analytical tool. One of the limitations of using non-GAAP financial measures is that they do not include all items that impact our gross profit, income or loss from operations and net income or loss from continuing operations attributable to Phoenix New Media Limited for the period. In addition, because non-GAAP financial measures are not calculated in the same manner by all companies, they may not be comparable to other similar titled measures used by other companies. In light of the foregoing limitations, you should not consider non-GAAP financial measures in isolation from or as an alternative to the financial measures prepared in accordance with U.S. GAAP.

Our non-GAAP gross profit, non-GAAP income or loss from operations and non-GAAP adjusted net income or loss from continuing operations attributable to Phoenix New Media Limited are calculated as follows for the years presented:

	<b>For the Years Ended December 31,</b>			
	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>US\$</b>
	(In thousands)			
Gross Profit	644,451	649,559	432,934	67,936
Excluding:				
Share-based compensation	5,173	2,613	3,052	479
Non-GAAP gross profit	<u>649,624</u>	<u>652,172</u>	<u>435,986</u>	<u>68,415</u>
Loss from operations	(356,109)	(102,576)	(336,095)	(52,742)
Excluding:				
Share-based compensation	11,859	9,383	9,582	1,504
Impairment of goodwill	—	22,786	—	—
Non-GAAP loss from operations	<u>(344,250)</u>	<u>(70,407)</u>	<u>(326,513)</u>	<u>(51,238)</u>
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	417,976	(205,701)	(32,279)
Excluding:				
Share-based compensation	11,859	9,383	9,582	1,504
Loss/(income) from equity method investments, net of impairments	3,447	(5,598)	(401)	(63)
Fair value changes in investments, net,	—	—	(1,906)	(299)
Impairment of goodwill	—	22,786	—	—
Gain on disposal of available-for-sale debt investments	(1,143,755)	(573,860)	—	—
Changes in fair value of forward contract in relation to disposal of investments in Particle	(4,441)	(16,085)	—	—
Changes in fair value of loan related to co-sale of Particle shares	—	24,535	—	—
Impairment of available-for-sale debt investments	—	2,000	—	—
Loss attributable to noncontrolling interest related to impairment of goodwill	—	(11,393)	—	—
Accrued withholding taxes of gain on disposal of available-for-sale debt investments*	142,574	96,606	—	—
Non-GAAP adjusted net loss from continuing operations attributable to Phoenix New Media Limited	<u>(326,120)</u>	<u>(33,650)</u>	<u>(198,426)</u>	<u>(31,137)</u>

Note:

\* The gain on disposal of available-for-sale debt investments had been net of accrued PRC withholding tax, which was calculated based on 10% of the gain recognized from the disposal of available-for-sale debt investments in Particle, with any relevant tax adjustments if applicable, as regulated by the Public Notice on Several Issues regarding Enterprise Income Tax for Indirect Property Transfer by Non-resident Enterprises, or SAT Circular 7, issued on February 3, 2015, and the Public Notice Regarding Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source, or SAT Public Notice 37, issued on October 17, 2017. The accrued withholding tax may vary with the actual withholding tax to be paid in the future. The difference between the currently calculated withholding tax and the actual withholding tax to be paid will be recognized as gain or loss on disposal of available-for-sale debt investments in the period when we actually settle the withholding tax with the tax authorities in PRC.

**Year Ended December 31, 2021 Compared to Year Ended December 31, 2020**

**Revenues.** Our total revenues decreased by 14.8% to RMB1.03 billion (US\$161.7 million) in 2021 from RMB1.21 billion in 2020, primarily attributable to the year-over-year decline in our net advertising revenues. Net advertising revenues (net of advertising agency service fees and sales taxes and related surcharges) decreased by 16.4% to RMB930.0 million (US\$145.9 million) in 2021 from RMB1.11 billion in 2020, primarily attributable to the reduction in advertising spending of advertisers from certain industries and intensified industry-wide competition. Paid service revenues increased by 4.7% to RMB100.3 million (US\$15.8 million) in 2021 from RMB95.8 million in 2020, primarily attributable to the increase in revenues from E-commerce and revenues from licensing fees related to audio books.

**Cost of Revenues.** Our cost of revenues for the year ended December 31, 2021 was RMB597.4 million (US\$93.8 million), which represented an increase of 6.8% from RMB559.3 million for the year ended December 31, 2020, primarily attributable to the increase in revenue sharing fees paid to business partners and the increase in personnel related costs to develop original content in 2021. Cost of revenues as a percentage of our revenues increased from 46.3% in 2020 to 58.0% in 2021.

- **Revenue sharing fees.** Our revenue sharing fees for the years ended December 31, 2020 and 2021 were RMB19.6 million and RMB27.7 million (US\$4.3 million), respectively, mainly attributable to the increase in certain revenues that requires revenue-sharing.
- **Content and operational costs.** Our content and operational costs for the years ended December 31, 2020 and 2021 were RMB482.6 million and RMB513.4 million (US\$80.6 million), respectively. The increase in content and operational costs from 2020 to 2021 was primarily attributable to the increase in personnel related costs to develop original content in 2021.
- **Bandwidth costs.** Our bandwidth costs decreased slightly from RMB57.1 million in 2020 to RMB56.3 million (US\$8.8 million) in 2021.

**Share-based compensation.** Our share-based compensation allocated to cost of revenues as part of content and operational costs above, increased from RMB2.6 million in 2020 to RMB3.1 million (US\$0.5 million) in 2021. The increase was mainly due to the adjustment of the estimated forfeiture rate of some share-based awards as a result of the demission rate of headcounts recorded in 2021.

As a result of the foregoing, our gross profit decreased from RMB649.6 million in 2020 to RMB432.9 million (US\$67.9 million) in 2021. Our gross margin decreased from 53.7% in 2020 to 42.0% in 2021.

**Operating Expenses.** Our operating expenses increased by 2.2% from RMB752.1 million in 2020 to RMB769.0 million (US\$120.7 million) in 2021, primarily attributable to the increase in allowance for credit losses recognized in 2021 related to the accounts receivable and notes receivable from Evergrande Group caused by Evergrande's operating results, which was partially offset by the decrease in certain operating expense items as a result of the strict cost control measures, and the absence of impairment of goodwill for the reporting unit of Tianbo recognized in 2020. Our share-based compensation allocated to each of the three categories of operating expenses was RMB6.5 million (US\$1.0 million) in 2021, almost the same as RMB6.8 million in 2020. Our operating expenses as a percentage of revenues increased from 62.2% in 2020 to 74.6% in 2021.

- **Sales and marketing expenses.** Our sales and marketing expenses decreased by 1.1% from RMB279.4 million in 2020 to RMB276.3 million (US\$43.4 million) in 2021. This decrease was mainly due to the strict cost control measures taken in 2021.
- **General and administrative expenses.** Our general and administrative expenses increased by 20.2% from RMB277.9 million in 2020 to RMB334.2 million (US\$52.4 million) in 2021. This increase was mainly caused by the increase in allowance for credit losses recognized in 2021 related to the accounts receivable and notes receivable from Evergrande Group caused by Evergrande's operating results.
- **Technology and product development expenses.** Our technology and product development expenses decreased by 7.8% from RMB172.0 million in 2020 to RMB158.6 million (US\$24.9 million) in 2021. This decrease was mainly caused by the strict cost control measures taken in 2021.
- **Impairment of goodwill.** We recognized an impairment of goodwill of RMB22.8 million in 2020 for the Tianbo reporting unit in 2020, mainly caused by the negative impact on Tianbo from both the COVID-19 outbreak in 2020 and the tightening of rules and regulations on real estate market in China as well as intensified industry competition.

#### **Related Party Transactions**

- Our net advertising revenues from related parties decreased by 23.9% from RMB37.6 million in 2020 to RMB28.6 million (US\$4.5 million) in 2021, which was primarily attributable to decrease in advertising revenues earned from China Mobile.
- Our paid service revenues from related parties decreased by 3.2% from RMB31.0 million in 2020 to RMB30.0 million (US\$4.7 million) in 2021, which was primarily attributable to decrease in paid services revenues generated from China Mobile.
- Our cost of revenues due to transactions with related parties increased by 156.1% from RMB9.6 million in 2020 to RMB24.5 million (US\$3.8 million) in 2021. The increase was primarily due to increase in content costs paid to Phoenix TV Group as we entered the new 2021 Program Resource License and Cooperation Agreement with Phoenix TV Group in August 2021, which requires us to pay annual fees of RMB45.0 million to Phoenix TV Group and has a term of three years.

- Our operating expenses due to transactions with related parties increased slightly from RMB7.7 million in 2020 to RMB7.8 million (US\$1.2 million) in 2021, which mainly comprised of trademark license fees and other operating expenses charged by Phoenix TV Group.

**Other Income, Net.** Our other income, net decreased from RMB549.2 million in 2020 to RMB83.6 million (US\$13.1 million) in 2021. The decrease in other income, net in 2021 was mainly due to the gain on disposal of available-for-sale debt investments of RMB477.3 million recognized in 2020, which represented the gain from the disposal of our investments in Particle.

**Income Tax Expense.** Our income tax expense increased from RMB19.0 million in 2020 to RMB20.6 million (US\$3.2 million) in 2021. Our effective tax rate was negative 8.2% in 2021 as compared to 4.2% in 2020. The change in effective tax rate was mainly due to the increase in the valuation allowance for the tax effect of operating loss recognized in 2021.

**Net Income or Loss from Continuing Operations Attributable to Phoenix New Media Limited.** As a result of the foregoing, net income from continuing operations attributable to our company was RMB418.0 million in 2020 and net loss from continuing operations attributable to our company was RMB205.7 million (US\$32.3 million) in 2021.

#### **Year Ended December 31, 2020 Compared to Year Ended December 31, 2019**

**Revenues.** Our total revenues decreased by 9.0% to RMB1.21 billion in 2020 from RMB1.33 billion in 2019, primarily attributable to decrease in online advertising demand as our customers in certain industries were negatively impacted by COVID-19. Net advertising revenues (net of advertising agency service fees and sales taxes and related surcharges) decreased by 6.8% to RMB1.11 billion in 2020 from RMB1.19 billion in 2019, primarily attributable to decrease in online advertising demand as our customers in certain industries were negatively impacted by COVID-19. Paid service revenues decreased by 28.0% to RMB95.8 million in 2020 from RMB133.0 million in 2019, primarily attributable to the tightened rules and regulations on digital reading in China and in line with the broader market conditions reflecting the trend towards free online reading.

**Cost of Revenues.** Our cost of revenues for the year ended December 31, 2020 was RMB559.3 million, which represented a decrease of 18.2% from RMB683.3 million for the year ended December 31, 2019, primarily attributable to our strict cost control measures taken to enhance our operating efficiency in 2020. Cost of revenues as a percentage of our revenues decreased from 51.5% in 2019 to 46.3% in 2020.

- **Revenue sharing fees.** Our revenue sharing fees for the years ended December 31, 2019 and 2020 were RMB25.2 million and RMB19.6 million, respectively, mainly attributable to the decrease in the revenue sharing fees paid to mobile telecommunications operators in line with the decrease in MVAS revenues, partially offset by the increase in the revenue sharing fees paid to channel partners.
- **Content and operational costs.** Our content and operational costs for the years ended December 31, 2019 and 2020 were RMB603.6 million and RMB482.6 million, respectively. The decrease in content and operational costs from 2019 to 2020 was primarily attributable to our strict cost control measures taken to enhance our operating efficiency in 2020.
- **Bandwidth costs.** Our bandwidth costs increased slightly from RMB54.6 million in 2019 to RMB57.1 million in 2020.

**Share-based compensation.** Our share-based compensation allocated to cost of revenues as part of content and operational costs above, decrease from RMB5.2 million in 2019 to RMB2.6 million in 2020. The decrease was mainly due to the fact that we recognized share-based compensation, net of estimated forfeitures, on a graded-vesting basis over the vesting term of the awards, which caused less share-based compensation recognized in 2020 for share options granted prior to 2020.

As a result of the foregoing, our gross profit increased slightly from RMB644.5 million in 2019 to RMB649.6 million in 2020. Our gross margin increased from 48.5% in 2019 to 53.7% in 2020.

**Operating Expenses.** Our operating expenses decreased by 24.8% from RMB1,000.6 million in 2019 to RMB752.1 million in 2020, primarily due to the decreases in both traffic acquisition expenses and the personnel-related expenses as a result of the strict cost control measures taken by us to enhance our operating efficiency in 2020. Our share-based compensation allocated to each of the three categories of operating expenses was RMB6.8 million in 2020, almost same as RMB6.7 million in 2019. Our operating expenses as a percentage of revenues decreased from 75.3% in 2019 to 62.2% in 2020.

- **Sales and marketing expenses.** Our sales and marketing expenses decreased by 48.4% from RMB541.8 million in 2019 to RMB279.4 million in 2020. This decrease was mainly due to the decreases in both traffic acquisition expenses and the personnel-related expenses as a result of the strict cost control measures taken by us to enhance our operating efficiency in 2020.

- **General and administrative expenses.** Our general and administrative expenses increased by 14.8% from RMB242.0 million in 2019 to RMB277.9 million in 2020. This increase was mainly caused by the increase in the allowance for credit losses due to the negative impact of the COVID-19 on the customers' ability of payment, which was partially offset by our effective cost control efforts.
- **Technology and product development expenses.** Our technology and product development expenses decreased by 20.6% from RMB216.7 million in 2019 to RMB172.0 million in 2020 mainly caused by the strict cost control measures taken by us to enhance our operating efficiency in 2020.
- **Impairment of goodwill.** We recognized an impairment of goodwill of RMB22.8 million for the Tianbo reporting unit in 2020, mainly caused by the negative impact on Tianbo from both the COVID-19 outbreak in 2020 and the tightening of rules and regulations on real estate market in China as well as intensified industry competition. The impairment loss of goodwill was determined by quantitatively comparing the fair value of the Tianbo reporting unit to its carrying amounts, with the fair value of the Tianbo reporting unit determined based on the discounted cash flows of Tianbo.

#### **Related Party Transactions**

- Our net advertising revenues from related parties decreased by 25.8% from RMB50.7 million in 2019 to RMB37.6 million in 2020, which was primarily attributable to decrease in advertising revenues earned from Henan Fengyi Feiyang Network Technology Limited, or Fengyi Technology, in which we hold 40% equity interest and account for as available-for-sale debt investments.
- Our paid service revenues from related parties decreased by 49.8% from RMB61.7 million in 2019 to RMB31.0 million in 2020, which was primarily attributable to decrease in paid services revenues generated from China Mobile.
- Our cost of revenues due to transactions with related parties decreased by 63.9% from RMB26.5 million in 2019 to RMB9.6 million in 2020, which was primarily due to decrease in both revenues sharing payable to China Mobile and content costs payable to Phoenix TV Group.
- Our operating expenses due to transactions with related parties decreased by 30.9% from RMB11.2 million in 2019 to RMB7.7 million in 2020, which was mainly attributable to a decrease in trademark license fee charged by Phoenix TV Group.

**Other Income, Net.** Our other income, net decreased from RMB1,047.8 million in 2019 to RMB549.2 million in 2020. The decrease in other income, net in 2020 was mainly due to the decrease in gain on disposal of available-for-sale debt investments from RMB1,001.2 million in 2019 to RMB477.3 million in 2020, which represented the gain from the disposal of our investments in Particle.

**Income Tax Expense.** Our income tax expense decreased from RMB22.0 million in 2019 to RMB19.0 million in 2020. Our effective tax rate was 4.2% in 2020 as compared to 3.2% in 2019.

**Net Income from Continuing Operations Attributable to Phoenix New Media Limited.** As a result of the foregoing, net income from continuing operations attributable to our company was RMB664.2 million in 2019 and net income from continuing operations attributable to our company was RMB418.0 million in 2020.

## B. Liquidity and Capital Resources

The following table sets forth a summary of our cash flows for the years indicated:

	For the Years Ended December 31,			
	2019	2020	2021	2021
	RMB	RMB	RMB	US\$
	(In thousands)			
Net cash used in continuing operations	(371,385)	(103,295)	(142,822)	(22,412)
Net cash provided by discontinued operating activities	41,080	186	—	—
Net cash used in operating activities	(330,305)	(103,109)	(142,822)	(22,412)
Net cash provided by/(used in) continuing investing activities	1,540,746	480,466	(42,653)	(6,693)
Net cash (used in)/provided by discontinued investing activities	(80,352)	265,753	—	—
Net cash provided by/(used in) investing activities	1,460,394	746,219	(42,653)	(6,693)
Net cash used in continuing financing activities	(970,520)	(639,662)	(3,540)	(556)
Net cash used in discontinued financing activities	(144,100)	—	—	—
Net cash used in financing activities	(1,114,620)	(639,662)	(3,540)	(556)
Effect of exchange rate change on cash, cash equivalents and restricted cash	(35,191)	(38,563)	4,778	750
Reclassification of cash, cash equivalents and restricted cash from assets held for sale	(33,916)	46,840	—	—
Net decrease in cash, cash equivalents and restricted cash	(19,722)	(35,115)	(184,237)	(28,911)
Cash, cash equivalents and restricted cash at beginning of period	430,748	377,110	388,835	61,017
Cash, cash equivalents and restricted cash at end of period	377,110	388,835	204,598	32,106

As of December 31, 2021, we had RMB204.6 million (US\$32.1 million) in cash, cash equivalents and restricted cash. Our cash and cash equivalents consist of cash on hand and demand deposits, which are unrestricted as to withdrawal or use, and which have original maturities of three months or less. Our restricted cash represents deposits placed in accounts co-managed with third parties related to the real estate services, which are restricted to withdrawal or usage. We have not encountered any difficulties in meeting our cash obligations to date. As of December 31, 2021, we also had RMB1.31 billion (US\$205.4 million) in term deposits and short term investments with maturities up to one year. We believe that our operating cash flows, existing cash balances and term deposits and short term investments will be sufficient to meet our anticipated cash needs for the next twelve months from April 28, 2022.

Although we currently anticipate that we will be able to fund operations for at least the next twelve months with operating cash flows, existing cash balances and term deposits and short-term investments, we may require additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If these sources are insufficient to satisfy cash requirements, we may seek to sell additional equity or debt securities or to obtain additional credit facilities. The sale of additional equity or equity-linked securities could result in additional dilution to shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financial covenants that would restrict operations. Financing may not be available in amounts or on terms acceptable to us, if at all.

### Operating Activities

In 2021, our net cash used in continuing operating activities were RMB142.8 million (US\$22.4 million). This was primarily due to our net loss of RMB273.1 million, partially offset by non-cash adjustments which primarily included provision for allowance for credit losses of RMB186.5 million, amortization of the right-of-use assets of RMB37.5 million, depreciation and amortization expenses of RMB28.5 million, and share-based compensation of RMB9.6 million. The decrease in cash from RMB116.6 million in working capital items is also included in operating cash flow.

In 2020, our net cash used in continuing operating activities were RMB103.3 million. This was primarily due to our net income of RMB365.3 million, adjusted by (i) a non-operating gain on disposal of available-for-sale debt investments of RMB477.2 million, (ii) partially offset by non-cash adjustments which primarily included provision for allowance for credit losses of RMB75.8 million, amortization of the right-of-use assets of RMB40.0 million, depreciation and amortization expenses of RMB38.9 million, changes in fair value of loan related to co-sale of Particle shares of RMB24.5 million, impairment of goodwill of RMB22.8 million, impairment of intangible assets of RMB10.6 million and share-based compensation of RMB9.4 million. The decrease in cash from RMB235.7 million in working capital items is also included in operating cash flow.

In 2019, our net cash used in continuing operating activities were RMB371.4 million. This was primarily due to our net income of RMB724.0 million, adjusted by (i) a non-operating gain on disposal of available-for-sale debt investments of RMB1,001.2 million, (ii) partially offset by non-cash adjustments which primarily included depreciation and amortization expenses of RMB49.6



million, provision for allowance for credit losses of RMB40.0 million, amortization of the right-of-use assets of RMB33.8 million, and share-based compensation of RMB11.9 million. The decrease in cash from RMB164.8 million in working capital items is also included in operating cash flow.

### ***Investing Activities***

In 2021, our net cash used in investing activities were RMB42.7 million (US\$6.7 million). This was primarily due to (i) placement of term deposits and short term investments of RMB5.8 billion, (ii) cash paid for equity investments in certain investees of RMB14.0 million, and (iii) capital expenditures of RMB16.8 million. These items were partially offset by (i) the maturity of term deposits and short-term investments of RMB5.8 billion, and (ii) proceeds from disposal of property and equipment of RMB17.4 million.

We had net cash provided by continuing investing activities of RMB480.5 million for 2020. This was primarily due to (i) the maturity of term deposits and short-term investments of RMB6.4 billion, and (ii) net proceeds from disposal of available-for-sale debt investments of RMB695.9 million. These items were partially offset by (i) placement of term deposits and short term investments of RMB6.5 billion, (ii) cash paid for equity investments in certain investees of RMB82.0 million, (iii) loans provided to a third party related to co-sale of Particle shares of RMB68.9 million, and (iv) capital expenditures of RMB12.1 million as described in “—Capital Expenditures”.

We had net cash provided by continuing investing activities of RMB1.54 billion for 2019. This was primarily due to (i) the maturity of term deposits and short term investments of RMB8.8 billion, (ii) net proceeds from disposal of available-for-sale debt investments of RMB1.4 billion, (iii) deposits received from Run Liang Tai of Particle shares of RMB358.0 million, and (iv) net cash acquired from acquisition of a subsidiary of RMB175.5 million. These items were partially offset by (i) placement of term deposits and short term investments of RMB9.2 billion, and (ii) capital expenditures of RMB57.9 million as described in “—Capital Expenditures”.

### ***Financing Activities***

We had net cash used in continuing financing activities of RMB3.5 million (US\$0.6 million) for 2021, mainly attributable to the special cash dividends paid to shareholders under the special dividend plan declared in December 2020.

We had net cash used in continuing financing activities of RMB639.7 million for 2020, mainly attributable to the special cash dividends paid to shareholders of RMB645.2 million, partially offset by cash received from discounted of notes receivable of RMB11.6 million.

We had net cash used in continuing financing activities of RMB970.5 million for 2019, mainly attributable to (i) the special cash dividends paid to shareholders of RMB703.1 million, (ii) repayment of short-term bank loans of RMB267.9 million, partially offset by proceeds from exercise of stock options RMB0.5 million.

### ***PRC Regulations Related to Profit Appropriation, Withholding Tax on Dividends and Foreign Currency Exchange***

Regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated profits as determined in accordance with accounting standards and regulations in China. Our PRC subsidiaries are also required to set aside each year to their general reserves at least 10% of their after-tax profit based on PRC accounting standards, until the cumulative amount reaches 50% of their paid-in capital. These reserves may not be distributed as cash dividends, or as loans or advances. Any amounts so allocated may not be distributed by our PRC subsidiaries and, accordingly, would not be available for distribution to our offshore intermediate holding company.

Any earnings that our PRC subsidiaries distribute would be paid to our offshore intermediate holding company primarily through dividends. To date, our PRC subsidiaries have not paid any dividends to our offshore intermediate holding company and therefore have retained their earnings for the purpose of conducting our business operations in China. As of December 31, 2019, 2020 and 2021, our PRC subsidiaries' retained earnings were RMB972.0 million, RMB1,015.3 million and RMB907.3 million (US\$142.4 million), respectively, and our PRC subsidiaries' cash and cash equivalents were RMB125.4 million, RMB106.2 million and RMB19.9 million (US\$3.1 million), respectively.

The CIT Law imposes a 10% withholding income tax for dividends distributed by foreign invested enterprises in the PRC to their immediate holding companies outside the PRC. A lower withholding tax rate will be applied if there is a tax treaty arrangement between Mainland China and the jurisdiction of the foreign holding company. A holding company in Hong Kong, for example, will be subject to a 5% withholding tax rate under an arrangement between the PRC and the Hong Kong Special Administrative Region on

the “Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income” if such holding company is considered a non-PRC resident enterprise and holds at least 25% of the equity interests in the PRC FIE distributing the dividends, subject to approval of the PRC local tax authority. However, if the Hong Kong holding company is not considered to be the beneficial owner of such dividends under applicable PRC tax regulations, such dividend will remain subject to withholding tax at a rate of 10%.

Under regulations of the SAFE, the RMB is not convertible into foreign currencies for capital account items, such as loans, repatriation of investments and investments outside of Mainland China, unless prior approval of the SAFE is obtained and prior registration with the SAFE is made.

### **Material cash requirements**

Our material cash requirements as of December 31, 2021 and any subsequent interim period primarily include our capital expenditures, operating lease obligations, purchase obligations.

We had capital expenditures of RMB57.9 million, RMB12.1 million and RMB16.8 million (US\$2.6 million) in 2019, 2020 and 2021, respectively. The capital expenditures were mainly attributable to purchasing intangible assets, servers and network equipment. We expect capital expenditures to increase to approximately RMB40.2 million in 2022. We plan to fund our capital expenditures in 2022 with cash flows from our operations and remaining cash and cash equivalents as of December 31, 2021.

Our operating lease obligations consist of the commitments under the lease agreements for our office premises. We lease our office facilities under non-cancelable operating leases with various expiration dates. Our leasing expense was RMB39.1 million, RMB33.6 million and RMB34.5 million (US\$5.4 million) for the years ended December 31, 2019, 2020 and 2021, respectively. The majority of our operating lease commitments are related to our office lease agreements in China.

Purchase obligations primarily consist of purchase obligations for bandwidth and property management fees, and purchase obligations for content assets under non-cancelable agreements for licensed copyrights and produced content.

We intend to fund our existing and future material cash requirements with our existing cash balance. We will continue to make cash commitments, including capital expenditures, to support the growth of our business.

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We do not have retained or contingent interests in assets transferred. We have not entered into contractual arrangements that support the credit, liquidity or market risk for transferred assets. We do not have obligations that arise or could arise from variable interests held in an unconsolidated entity, or obligations related to derivative instruments that are both indexed to and classified in our own equity, or not reflected in the balance sheets.

Other than as discussed above, we did not have any significant capital and other commitments, long-term obligations or guarantees as of December 31, 2021.

### **Recently Issued Accounting Standards**

In August 2020, the FASB issued ASU No. 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (ASU 2020-06)*, which simplifies the accounting for convertible instruments by reducing the number of accounting models available for convertible debt instruments. This guidance also eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments and requires the use of the if-converted method. The amendments are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the impact and do not expect it to have a significant impact on our consolidated financial statements and related disclosures.

In May 2021, the FASB issued ASU No. 2021-04, *Earnings Per Share (Topic 260), Debt — Modifications and Extinguishments (Subtopic 470-50), Compensation — Stock Compensation (Topic 718), and Derivatives and Hedging — Contracts in Entity’s Own Equity (Subtopic 815-40)* to clarify and reduce diversity in an issuer’s accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the amendments prospectively to modifications or exchanges occurring on or after the effective date of the amendments. We are currently evaluating the impact and do not expect it to have a significant impact on our consolidated financial statements and related disclosures.

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (ASU 2021-08)*, which clarifies that an acquirer of a business should recognize and measure contract assets and contract liabilities in a business combination in accordance with Topic 606, Revenue from

Contracts with Customers The new amendments are effective for us are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The amendments should be applied prospectively to business combinations occurring on or after the effective date of the amendments, with early adoption permitted. We are currently evaluating the impact and do not expect it to have a significant impact on our consolidated financial statements and related disclosures.

We do not expect that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material impact on the accompanying financial statements.

### **Off-Balance Sheet Arrangements**

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. In addition, we have not entered into any derivative contracts that are indexed to our own shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. Moreover, we do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

### **C. Research and Development, Patents and Licenses, etc.**

#### **Product Development**

See "Item 4. Information on the Company—B. Business Overview—Research and Development."

#### **Intellectual Property**

See "Item 4. Information on the Company—B. Business Overview—Intellectual Property."

### **D. Trend Information**

Please refer to "—A. Results of Operations" for a discussion of the most recent trends in our services, sales and marketing by the end of 2021. In addition, please refer to discussions included in such Item for a discussion of known trends, uncertainties, demands, commitments or events that we believe are reasonably likely to have a material effect on our net sales and operating revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information to be not necessarily indicative of our future operating results or financial condition.

Since January 2020, COVID-19 has spread throughout China and other parts of the world. The pandemic has resulted in quarantines, travel restrictions, and the temporary closure of stores and facilities in China and elsewhere. Substantially all of our revenue and workforce are concentrated in China. Consequently, the COVID-19 outbreak has adversely affected and may continue to adversely affect our business operations and our financial condition, operating results and cash flows for 2021, including but not limited to negative impact to our total revenues and slower collection of receivables and potential additional allowance for credit losses or impairment to our long-term assets. Because of the significant uncertainties surrounding the COVID-19 outbreak, the extent of the business disruption and the related financial impact cannot be reasonably estimated at this time.

### **E. Critical Accounting Estimates**

See "Item 5. Operating and Financial Review and Prospects — Critical Accounting Estimates."

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Executive Officers and Directors

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

Directors and Executive Officers	Age	Position/Title
Yusheng Sun	62	Chairman of the Board of Directors
Shuang Liu	52	Director, Chief Executive Officer
Daguang He	65	Director
Ka Keung Yeung	63	Director
Xiaoyan Chi	43	Director and Senior Vice President
Carson Wen	70	Independent Director
Jerry Juying Zhang	61	Independent Director
Edward Lu	41	Chief Financial Officer
Chun Liu	55	Senior Vice President

*Yusheng Sun* has served as the chairman of our board of directors since August 2021. Mr. Sun is the executive director, deputy chief executive officer, a member of the Nomination Committee, authorized representative and editor-in-chief of Phoenix Media Investment (Holdings) Limited, our Company's parent company. Mr. Sun had served in China Central Television for more than 30 years. He was the vice president, deputy editor-in-chief and director of the news center. He has accumulated extensive experience and good reputation in the television broadcasting industry. He was awarded the "Top Ten Outstanding Youth in China" in 1995. Mr. Sun was the awardee of the State Council Special Allowance and was elected as the vice president of the Asia-Pacific Broadcasting Union, or ABU, in 2017, the first Chinese national to become a senior official in ABU. Mr. Sun is a doctoral advisor and part-time professor at the Tsinghua University and the Renmin University of China. He graduated from Jilin University with a bachelor's degree in economics and holds the professional qualification of senior editor granted by the Ministry of Radio, Film and Television, China.

*Shuang Liu* has served as our director and Chief Executive Officer since the establishment of Phoenix New Media Limited in November 2007. Mr. Liu was also promoted to the position of Chief Operating Officer of Phoenix TV in February 2014. Mr. Liu has been employed by Phoenix TV from 2001 to the present, and where he has served in various managing positions, including chief director of business development and vice president in charge of investment, finance, investor relationships, legal affairs, public affairs and development of content channels. Before joining Phoenix TV, Mr. Liu worked at Simpson Thacher & Bartlett LLP, Milbank, Tweed, Hadley & McCloy LLP and Morrison & Foerster LLP from 1996 to 2001. Mr. Liu received a J.D. degree from Duke University Law School, and a bachelor's degree from University of International Business & Economic.

*Daguang He* is currently the Executive Vice President and Chief Innovation Officer of Phoenix TV Group. He is also a member of the Board Risk Management Committee of Phoenix TV. Mr. He joined Phoenix TV in 2001, since then he served as the Chief Financial Officer (mainland China) and vice president of Phoenix TV Group. He is currently responsible for Phoenix TV Group's daily operations and management of the various business units under Phoenix TV Group, formulating Phoenix TV Group's innovative transformation strategy, and completing the tasks as assigned by Phoenix TV Group's CEO. Mr. He graduated from Shaanxi Institute of Finance and Economics in 1983. Since his graduation, Mr. He worked for China International Water & Electric Corporation as the deputy chief accountant and managing director. During such period, Mr. He was mainly responsible for business and financial management in respect of investment and development projects in collaboration with various international financial institutions.

*Ka Keung Yeung* has served as our director since May 2011. Mr. Yeung is the executive vice president, Chief Financial Officer, qualified accountant and company secretary of Phoenix TV. Mr. Yeung joined Phoenix TV in March 1996 and has been in charge of all of such company's internal and external financial management and arrangements, as well as the supervision of administration and personnel matters since that time. Mr. Yeung received a Bcom (Acc) degree from the University of Birmingham and remained in the United Kingdom until 1992 after obtaining his qualification as a chartered accountant. Upon returning to Hong Kong, he worked at Hutchison Telecommunications and Star Television Limited in the fields of finance and business development. Mr. Yeung currently serves as an independent director for The9 Limited (NASDAQ: NCTY).

*Xiaoyan Chi* has served as our Senior Vice President since January 2018 and has served as our director since November 2019. Ms. Chi joined our company in 2009 as part of our team providing branded advertising and marketing solutions to advertisers. Prior to the promotion to the position of Senior Vice President, Ms. Chi served as Vice President in advertising since 2016. Ms. Chi has more than 16 years of experience in media marketing and management. She is the co-founder of China Internet Advertising Summit and Online Advertising Competition. She served as a final judgment committee member of Effie Awards of Greater China, visiting professor of Communication University of China, vice president of Digital Marketing Committee of China Advertising Association of Commerce and the special columnist of Digital Marketing Magazine. She has extensive experience in branded communications and

advertisement sales. Ms. Chi received an EMBA and a master's degree from Peking University and a bachelor's degree from Beijing Technology and Business University.

*Carson Wen* has served as an independent director of our company since May 2011. Mr. Wen was formerly a Partner and then an Of Counsel at Jones Day, and has more than 30 years of experience in business, corporate and securities law. Mr. Wen is currently a Senior Consultant of Siao, Wen and Leung, Solicitors & Notaries and the Chairman of BOA International Financial Group, Bank of Asia (BVI) Limited and the Sancus Group of Companies. Mr. Wen is a Justice of the Peace of Hong Kong and was awarded the Bronze Bauhinia Star by the Hong Kong government for his contribution to economic ties between Hong Kong, the PRC and the rest of the world. He is a guest professor of the Law School of Sun Yat-Sen University (Zhongshan University) in Guangzhou, China, and sits on the board of numerous organizations, including the China Africa Business Council (Hong Kong), and the Pacific Basin Economic Council. He is a member of the Executive Council of the United Nation Economic and Social Commission for Asia and the Pacific (UNESCAP) Sustainable Business Network and the former chairman of its Green Business Task Force. He was a deputy of the National People's Congress of the PRC. Mr. Wen holds a B.A. and M.A. degree in Law from Oxford University, where he was a Younger Prizeman in law at Balliol College, and a B.A. in Economics from Columbia University. Mr. Wen currently serves as an independent non-executive director of Winox Holdings Limited (HKEx: 6838).

*Jerry Juying Zhang* has served as an independent director of our company since May 2011. Mr. Zhang has been a managing director of China Orient Asset Management (International) in Hong Kong since March 2015. He was a senior managing director of CITIC Capital Holdings Limited between June 2009 and December 2014. Prior to joining CITIC Capital Holdings Limited, Mr. Zhang was a managing director in the investment banking division of Deutsche Bank in Hong Kong from August 2006 to June 2009. He served as a managing director and the head of investment banking of CITIC Capital Markets Holdings Limited in Hong Kong from March 2003 to July 2006 and, prior to that time, as executive director in the communications, media and entertainment group of the investment banking department of Goldman Sachs in Hong Kong from April 2001 to January 2003. Mr. Zhang held the positions of associate, vice president and director at Salomon Smith Barney from August 1994 to March 2001. Prior to joining Salomon Smith Barney, he served as accounting manager for Town & Country Homes in Chicago from January 1990 to December 1993 and as accountant, audit senior and supervisor at Ernst & Young in Chicago and Hong Kong. Mr. Zhang held CPA qualifications in China and the State of Kentucky, both of which he has surrendered voluntarily. He holds a Doctor of Business Administration degree from City University of Hong Kong, an M.B.A. from the University of Chicago, an M.A. in Accounting from the Ministry of Finance Graduate School in the PRC and a B.A. degree from Inner Mongolia University.

*Edward (Xiaoqing) Lu* joined ifeng in 2009. Prior to the promotion, he has served in various managerial positions, including executive assistant to the Chief Executive Officer and Vice President in charge of strategic investment and human resources, assisting with the oversight and management of each of our business lines. He has accumulated extensive experience in capital raising and investment management, and participated in the planning and execution of our first-round of capital raise as well as our initial public offering. Prior to joining us, 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.

*Chun Liu* has served as our Senior Vice President since October 2018. Mr. Liu has participated in the production, distribution and monetization of numerous television programs in the past, including one of the most influential live television interview programs, A Date with Luyu (“鲁豫有约”), which has won multiple awards in the industry since its initial launch. During his tenure at Phoenix Satellite Television Holdings Ltd. between 2000 and 2011, Mr. Liu served as the Executive Director of Phoenix Chinese TV. Mr. Chun Liu holds a master's degree from the Communication University of China.

## **B. Compensation of Directors, Supervisors and Executive Directors**

For the year ended December 31, 2021, we paid an aggregate of approximately US\$3.0 million in cash to our executive officers and directors.

### **Share Incentive Plans**

In June 2008, we adopted the 2008 share option plan, in March 2011, we adopted the 2011 restricted share and restricted share unit plan, and in June 2018, we adopted the 2018 share option scheme, together, the share incentive plans, to attract and retain the best available personnel, provide additional incentives to our employees, directors and consultants, and promote the success of our business. The share incentive plans provide for the grant of options, restricted shares and restricted share units, collectively referred to as “awards”. We have already granted the full number of awards that were authorized under the 2011 restricted share and restricted share unit plan. In June and August 2012, June 2014 and October 2016, the shareholders of each of Phoenix TV and our company approved three refreshments of 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 plan (excluding awards previously granted, outstanding, cancelled, lapsed or exercised). As of March 31, 2022, no shares are available for grant of additional options under the 2008 share option plan, and a total of 1,865,026 Class A ordinary shares are available for grant of additional options under the 2018 share option scheme.

**Plan Administration.** Our compensation committee administers the share incentive plans and determines the participants to receive awards, the type and number of awards to be granted, the terms and conditions of each award grant.

**Award Agreements.** Awards granted under the share incentive plans are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award, which may include the term of the award, the provisions applicable in the event of the grantee's employment or service terminates, and our authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind the award.

**Option Exercise.** The term of awards granted under the share incentive plans may not exceed ten years from the date of grant.

**Restricted Shares and Restricted Share Units.** Restricted ordinary shares granted under the 2011 restricted share and restricted share unit plan and Fread 2018 RSU scheme are subject to applicable vesting, transfer, forfeiture and other restrictions as set forth in the plan and, as applicable, in the award agreements. Each restricted share unit is an unsecured promise of our company to issue and delivery one ordinary share, or Fread Limited to issue and delivery one or more of its ordinary shares, on a specified date, which unit is subject to applicable vesting, transfer, forfeiture and other restrictions as set forth in the plan and, as applicable, in the award agreements.

**Transfer Restrictions.** The right of a grantee in an award granted under the share incentive plans and Fread 2018 RSU scheme may not be transferred in any manner by the grantee other than by will or the laws of succession and, with limited exceptions, may be exercised during the lifetime of the grantee only by the grantee.

**Acceleration upon a Takeover Offer.** If a takeover offer for our company, or Fread Limited as applicable, becomes unconditional or is approved by the necessary number of shareholders, as the case may be, the vesting of the awards shall be accelerated.

**Termination and Amendment.** The board of directors of our company and Fread Limited have the authority to amend or terminate the share incentive plans and the Fread 2018 RSU scheme, respectively, subject to shareholder approval to the extent necessary to comply with applicable law. In addition, shareholders of our company and Fread Limited may, by ordinary resolution, terminate the share incentive plans and Fread 2018 RSU scheme, respectively, at any time.

**Lapse of Awards.** An award will lapse if the optionee ceases to be eligible by reasons of, among other things, (i) illness, injury, disability or death; (ii) retirement; (iii) voluntary resignation; (iv) termination of employment for serious misconduct; and (v) breach of contract.

We granted awards to our employees, directors and consultants under the share incentive plans in November 2008, July 2009, September 2009, January 2010, July 2010, March 2011, March 2013, May 2013, October 2013, December 2013, March 2014, June 2014, July 2014, October 2014, July 2015, October 2016, September 2017, November 2017, January 2018, April 2018, July 2018, July 2019, July 2020, January 2021 and June 2021. As of December 31, 2021, Fread Limited granted 920,000 restricted share units to its employees and director under the Fread 2018 RSU scheme.

With the approvals of the board of directors and shareholders of us and Phoenix TV, we implemented an option exchange program from October 21, 2016 to November 1, 2016 whereby our directors, employees and consultants exchanged options to purchase 21,011,951 Class A ordinary shares granted under the 2008 share option plan with various exercise prices greater than US\$0.4823 per share (or US\$3.8587 per ADS) for new options granted under the same plan with a new exercise price of US\$0.4823 per share and a new vesting schedule that generally adds 12 months to each original vesting date, and the new options would vest no sooner than May 1, 2017.

As of March 31, 2022, options to purchase 44,957,507 Class A ordinary shares granted under the 2008 share option plan and the 2018 share option scheme were outstanding. The table below sets forth the awards that we granted to our directors and executive officers (including pursuant to the exchange program described above) and were outstanding as of March 31, 2022:

Name	Class A Ordinary Shares Underlying Outstanding Awards	Exercise Price or Purchase Price (US\$/Share)	Date of Grant	Date of Expiration
Shuang Liu	11,970,000	US\$0.4657	May 23, 2013	May 22, 2023
		US\$0.4823	October 21, 2016	July 10, 2024
		US\$0.4836	July 5, 2019	July 15, 2025
		US\$0.1925	July 20, 2020	July 4, 2029
Xiaoyan Chi	3,200,000	US\$0.4459	March 15, 2013	July 19, 2030
		US\$0.4823	October 21, 2016	March 14, 2023
				July 10, 2024
				July 15, 2025
		US\$0.4734	October 17, 2016	October 16, 2026
		US\$0.4149	September 14, 2017	September 13, 2027
Edward Lu	*	US\$0.4836	July 5, 2019	July 4, 2029
		US\$0.1925	July 20, 2020	July 19, 2030
		US\$0.4836	July 5, 2019	July 4, 2029
Chun Liu	*	US\$0.1925	July 20, 2020	July 19, 2030
		US\$0.4836	July 5, 2019	July 4, 2029
Total	20,060,000	US\$0.1925	July 20, 2020	July 19, 2030

Note:

\* Less than 1% of our total outstanding Class A ordinary shares.

As of March 31, 2022, other employees and consultants in aggregate held awards entitling them to receive 24,897,507 Class A ordinary shares, with exercise prices ranging from US\$0 to US\$0.7867 per Class A ordinary share.

### C. Board Practices

#### Board of Directors

Our board of directors currently consists of seven directors. Our directors are elected by the holders of our ordinary shares, which will include holders of our Class A ordinary shares and Class B ordinary shares.

A director is not required to hold any shares in our company by way of qualification. Subject to any separate requirement for audit committee approval and unless disqualified by the chairman of the meeting, a director may vote with respect to any contract, proposed contract or arrangement in which he or she is interested provided they have disclosed such interest to the board. The board may exercise all the powers of our company to borrow money, mortgage its undertaking, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of our company or of any third party.

#### Committees of the Board of Directors

We have established three committees under the board of directors: the audit committee, the compensation committee and the corporate governance and nominating committee. We have adopted a charter for each of the three committees. Each committee's members and functions are described below.

*Audit Committee.* Our audit committee consists of Jerry Juying Zhang and Carson Wen. Our board of directors has determined that each of Jerry Juying Zhang and Carson Wen satisfies the "independence" requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Section 303A of the New York Stock Exchange Listed Company Manual, or the NYSE Manual. Jerry Juying Zhang is the chairman of our audit committee and meets the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC. Our audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;

- reviewing with the independent auditors any audit problems or difficulties and management’s response;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and the independent auditors;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies; annually reviewing and reassessing the adequacy of our audit committee charter;
- meeting separately and periodically with management and the independent auditors; and
- reporting regularly to our board of directors.

*Compensation Committee.* Our compensation committee consists of Shuang Liu, Daguang He, Jerry Juying Zhang and Carson Wen. Our board of directors has determined that each of Jerry Juying Zhang and Carson Wen satisfies the “independence” requirements of Section 303A of the NYSE Manual. Shuang Liu is the chairman of our compensation committee. Our compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our Chief Executive Officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing and recommending to the board with respect to the total compensation package for our four most senior executives;
- approving and overseeing the total compensation package for our executives other than the four most senior executives;
- reviewing and recommending to the board with respect to the compensation of our directors; and
- reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

*Corporate Governance and Nominating Committee.* Our corporate and nominating committee consists of Keung Chui, Shuang Liu and Carson Wen. Our board of directors has determined that Carson Wen satisfies the “independence” requirements of Section 303A of the NYSE Manual. Keung Chui is the chairman of our corporate governance and nominating committee. Our corporate governance and nominating committee assists the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

- selecting and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;
- reviewing annually with the board the current composition of the board with regards to characteristics such as independence, age, skills, experience and availability of service to us;
- selecting and recommending to the board the names of directors to serve as members of the audit committee and the compensation committee, as well as the corporate governance and nominating committee itself;
- advising the board periodically with regards to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any remedial action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

#### **Duties of Directors**

Under Cayman Islands law, our directors have a fiduciary duty to act honestly, in good faith and with a view to our best interests. Our directors also have a duty to exercise the skills they actually possess and such care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure



compliance with our memorandum and articles of association, as amended and restated from time to time. Subject to laws, a shareholder has the right to seek damages if a duty owed by our directors is breached.

The functions and powers of our board of directors include, among others:

- convening shareholders' annual general meetings and reporting its work to shareholders at such meetings;
- issuing authorized but unissued shares and redeem or purchase outstanding shares of our company;
- declaring dividends and other distributions;
- appointing officers and determining the term of office of officers;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- approving the transfer of shares of our company, including the registering of such shares in our share register.

#### **Terms of Directors and Officers**

Our officers are elected by and serve at the discretion of the board of directors. According to our second amended and restated articles of association, at each annual general meeting, one-third of the directors 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 the board and/or the managing director of our company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year. A retiring director shall be eligible for re-election. A director will be removed from office automatically if, among other things, the director (i) becomes bankrupt or makes any arrangement or compounds with his creditors; or (ii) dies or is found by our company to be or becomes of unsound mind. No benefits are payable to members of the board upon termination of their relationship with us.

#### **D. Employees**

See "Item 4. Information on the Company—B. Business Overview—Employees."

#### **E. Share Ownership**

The following table sets forth information with respect to the beneficial ownership, within the meaning of Rule 13d-3 under the Exchange Act, of our ordinary shares, as of March 31, 2022:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5% of each class of our ordinary shares.

The calculations in the tables below assume there are 264,998,965 Class A ordinary shares and 317,325,360 Class B ordinary shares, outstanding as of March 31, 2022. Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Exchange Act. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days of March 31, 2022, including through the exercise of any option, the vesting of any contingently issuable share, restricted share, restricted share unit or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

	Class A Ordinary Shares Beneficially Owned	
	Number	% (1)
<b>Class A ordinary shares</b>		
Yusheng Sun	—	—
Shuang Liu (2)	19,368,250	7.31
Daguang He	—	—
Ka Keung Yeung	*	*
Carson Wen	—	—
Jerry Juying Zhang	—	—
Edward Lu	*	*
Xiaoyan Chi	*	*
Chun Liu	*	*
All Directors and Executive Officers as a Group (3)	24,744,008	9.34
Principal Shareholders: FIL Limited (4)	26,447,648	9.98

Notes:

- \* Less than 1% of our total outstanding Class A ordinary shares.
- (1) Percentages disclosed are with respect to Class A ordinary shares.
- (2) Represents (i) 10,062,000 Class A ordinary shares held by Mr. Shuang Liu and (ii) 9,306,250 Class A ordinary shares that Mr. Liu has the right to receive upon the exercise of share options within 60 days of March 31, 2022.
- (3) Represents 24,744,008 Class A ordinary shares, including 8,322,008 Class A ordinary shares in the form of ADSs.
- (4) Information is as of December 31, 2021, based on the Amendment No. 2 to Schedule 13G filed on February 9, 2022 by FIL Limited, and consists of 26,447,648 Class A ordinary shares in the form of 3,305,956 ADSs. The principal business office of FIL Limited is Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda.

	Class B Ordinary Shares Beneficially Owned	
	Number	% (1)
<b>Class B ordinary shares</b>		
Phoenix Satellite Television (B.V.I.) Holding Limited (2)	317,325,360	100.0

Notes:

- (1) Percentages disclosed are with respect to Class B ordinary shares.
- (2) Information based on the Schedule 13G filed on February 14, 2012 on behalf of Phoenix Satellite Television Holdings Limited and Phoenix Satellite Television (B.V.I.) Holding Limited. Represents 317,325,360 Class B ordinary shares. Phoenix Satellite Television (B.V.I.) Holding Limited is controlled by Phoenix Media Investment (Holdings) Limited, formerly known as Phoenix Satellite Television Holdings Limited, a public company listed on the Hong Kong Stock Exchange. The registered office for Phoenix Media Investment (Holdings) Limited, is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

As of March 31, 2022, 261,538,912 Class A ordinary shares or 98.7% of our outstanding Class A ordinary shares in the form of ADSs are held by one record holder in the United States, JPMorgan Chase Bank, N.A. Because many of these shares are held by brokers or other nominees, we cannot ascertain the exact number of beneficial shareholders with addresses in the United States.

Holders of Class A ordinary shares are entitled to one vote per share, while the holder of Class B ordinary shares are entitled to 1.3 votes per share. Our major shareholders have the same voting rights as our other shareholders. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

## ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

See “Item 6. Directors, Senior Management and Employees—E. Share Ownership”

### B. Related Party Transactions

Our subsidiaries, consolidated affiliated entities, and the subsidiaries of the consolidated affiliated entities have engaged, during the ordinary course of business, in a number of customary transactions with each other. All of these inter-company balances have been eliminated in consolidation. We also engage in transactions with related parties, including Phoenix TV, China Mobile, and certain investees. In accordance with our audit committee charter, all of our related party transactions described in this annual report have been reviewed and approved by our audit committee.

Phoenix TV, through its wholly owned subsidiary, is our controlling shareholder, with beneficial ownership and voting power of 54.5% and 60.9%, respectively, of our outstanding ordinary shares as of March 31, 2022. Phoenix TV has the power acting alone to approve any action requiring a vote of the majority of our ordinary shares.

#### Transactions Related to Our Corporate Structure

To comply with the applicable PRC laws, rules and regulations, we conduct our operations in China through contractual arrangements between our wholly owned PRC subsidiaries, Fenghuang On-line, Qieyiyou and the VIEs. See “Item 4. Information on the Company—C. Organizational Structure—Contractual Arrangements with the VIEs.”

#### Agreements and Transactions with Phoenix TV and Certain of its Subsidiaries

##### *Phoenix TV Cooperation Agreement and Phoenix TV Content License Agreements*

Fenghuang On-line entered into a Content, Branding, Promotion and Technology Cooperation Agreement, or the Phoenix TV Cooperation Agreement, with Phoenix TV on November 24, 2009, certain terms of which were amended pursuant to a supplemental agreement entered into by the parties on March 28, 2011. Pursuant to the Phoenix TV Cooperation Agreement, Phoenix TV agreed to procure and procure its subsidiaries, Phoenix Satellite Television Company Limited and Phoenix Satellite Television Trademark Limited, respectively, to enter into content license agreements, or the Content License Agreements, and trademark license agreements, or the Old Trademark License Agreements, with Tianying Jiuzhou and Yifeng Lianhe. Fenghuang On-line agreed to provide Phoenix TV with our proprietary text, image, sound and video content. In addition, Fenghuang On-line and Phoenix TV agreed to promote one another’s brand and content on their respective new media and TV platforms. As compensation for the rights granted to Fenghuang On-line under the agreement, Fenghuang On-line is obligated to pay Phoenix TV an annual service fee in the amount of RMB1.6 million for the first year of the agreement, which incrementally increases by 25% for each subsequent year of the agreement. The annual service payment to Phoenix TV under the Phoenix TV Cooperation Agreement for 2016 before expiration of the agreement was RMB2.5 million. Fenghuang On-line must also pay to Phoenix TV 50% of the after-tax revenues Tianying Jiuzhou earns from sublicensing Phoenix TV’s video content to third parties. In the event that Phoenix TV’s indirect voting interest in Fenghuang On-line falls to 50% or below, Phoenix TV has the right to amend the annual service fee, provided that it may not be raised to more than 500% of the original annual service fee. If Phoenix TV’s beneficial ownership stake in us decreases to 35% or below, Phoenix TV has the right to immediately terminate or renegotiate the Phoenix TV Cooperation Agreement.

Pursuant to the Phoenix TV Cooperation Agreement, Tianying Jiuzhou and Yifeng Lianhe each entered into a Content License Agreement with Phoenix Satellite Television Company Limited on November 24, 2009. Pursuant to the Content License Agreements, Phoenix TV granted each of Tianying Jiuzhou and Yifeng Lianhe an exclusive license to use its copyrighted text, images, sound and videos on its Internet and mobile channels, as applicable, in China. Payments for the content license are made in accordance with the payment provisions set forth in the Phoenix TV Cooperation Agreement. The Content License Agreements can be terminated earlier (i) by the non-breaching party in the event of a breach and if the breach is not cured within ten business days after receipt of notice of breach from the non-breaching party, (ii) in the event of bankruptcy or the cessation of business operations of either party, or a change in the shareholder or equity structure of the relevant VIE, other than in connection with the contractual arrangements, (iii) if either party’s performance of its obligations is held unlawful under PRC law; or (iv) if an event occurs that adversely affects the performance of either party of its respective obligations and upon written notice by the unaffected party.

All of the above agreements expired on May 27, 2016 and were replaced by the Program License Agreements described below.

### ***Program License Agreements***

As the Phoenix TV Cooperation Agreement and Phoenix TV Content License Agreements expired in May 2016, Phoenix Satellite Television Company Limited, a wholly owned subsidiary of Phoenix TV, and each of Tianying Jiuzhou, Yifeng Lianhe, and Fengyu Network entered into a Program Resource License Agreements and a Program Text/Graphics Resource License Agreements, or the Program License Agreements, in May 2016. Under these agreements, Phoenix TV Group agreed to grant Tianying Jiuzhou, Yifeng Lianhe and Fengyu Network the license with priority over any third party to broadcast Phoenix TV Group's copyrighted video content from three television channels of Phoenix TV Group on ifeng.com (our main Internet channel), i.ifeng.com (a mobile Internet channel of ours), and ifeng News, ifeng Video and ifeng VIP (three mobile applications of ours) in China concurrently with such content broadcasted on the three television channels of Phoenix TV Group, pursuant to the Program License Agreements; and Phoenix TV Group agreed to grant Tianying Jiuzhou, Yifeng Lianhe and Fengyu Network a non-exclusive license to use Phoenix TV Group's copyrighted text and graphics on the same Internet and mobile channels for which Phoenix TV Group's copyrighted video content license, above, was granted. The fees payable to Phoenix TV Group by us for all content licenses described above will be RMB10.0 million for the first year of the agreements, which will incrementally increase by 15% for each subsequent year of the agreement. Unlike the previous agreements, the Program License Agreements do not grant us the right to sublicense Phoenix TV Group's copyrighted content to third parties.

Each of the Program License Agreements has an initial term of three years and expired on May 26, 2019 and may be renewed on an annual basis thereafter upon agreement of both parties. Each of the parties to the Program License Agreements has the right to terminate the Program License Agreements before their expiration date by 6-month prior written notice to the other party. In addition, each of the Program License Agreements can be terminated earlier (i) by the non-breaching party in the event of a breach and if the breach is not cured within ten business days after receipt of notice of breach from the non-breaching party, (ii) in the event of bankruptcy or the cessation of business operations of either party, or a change in the shareholder or equity structure of Tianying Jiuzhou, Yifeng Lianhe or Fengyu Network, other than in connection with the contractual arrangements, (iii) by Phoenix Satellite Television Company Limited in the event that our shareholders or ownership structure change so that the shares held by Phoenix TV Group account for 50% or less of our actual total issued shares, or in the event that we lose control of Tianying Jiuzhou, Yifeng Lianhe or Fengyu Network; or if Tianying Jiuzhou, Yifeng Lianhe or Fengyu Network, as applicable, ceases business operation; (iv) if either party's performance of its obligations is held unlawful under PRC law; or (v) if an event occurs that adversely affects the performance by either party of its obligations and upon written notice by the unaffected party.

After the expiration of the Program License Agreements in May 2019, Tianying Jiuzhou and Yifeng Lianhe each entered into a supplemental agreement with Phoenix Satellite Television Company Limited to extend the term of the original Program License Agreements to January 14, 2020. Subsequently, Tianying Jiuzhou and Yifeng Lianhe entered into a program resource license and cooperation agreement with Phoenix Satellite Television Company Limited on January 15, 2020, or the 2020 Program Resource License and Cooperation Agreement, to continue to use Phoenix TV Group's copyrighted video content. The annual license fees payable to Phoenix Satellite Television Company Limited under the 2020 Program Resource License and Cooperation Agreement are RMB2.0 million plus 50% of the revenue generated from the use of the licensed program resource in excess of RMB2.0 million. The 2020 Program Resource License and Cooperation Agreement have a term of two years and may be extended prior to expiration. On August 24, 2021, Tianying Jiuzhou and Yifeng Lianhe terminated the 2020 Program Resource License and Cooperation Agreement and Tianying Jiuzhou entered into a new program resource license and cooperation agreement with Phoenix Satellite Television Holdings Limited, or the 2021 Program Resource License and Cooperation Agreement. According to the 2021 Program Resource License and Cooperation Agreement, Phoenix Satellite Television Company Limited grants Tianying Jiuzhou exclusive right to broadcast copyrighted video content and the derived audio content from three television channels of Phoenix TV Group on the internet in Mainland China with such content also broadcasted on the three television channels of Phoenix TV Group. Phoenix TV also grants the Tianying Jiuzhou the right to sublicense such contents. The annual fees payable to Phoenix TV by us for such content licenses will be RMB45.0 million and the 2021 Program Resource License and Cooperation Agreement has a term of three years.

### ***Phoenix TV Trademark License Agreements***

Pursuant to the Phoenix TV Cooperation Agreement, Tianying Jiuzhou and Yifeng Lianhe each entered into the Old Trademark License Agreement with Phoenix Satellite Television Trademark Limited on November 24, 2009. Pursuant to the Old Trademark License Agreements, Phoenix Satellite Television Trademark Limited granted Tianying Jiuzhou and Yifeng Lianhe non-exclusive rights to use certain of its logos for the purpose of conducting Tianying Jiuzhou's and Yifeng Lianhe's respective businesses. Tianying Jiuzhou may sub-license such trademarks to China Mobile, pursuant to the China Mobile Cooperation Agreement, as described below. Tianying Jiuzhou is obligated to pay Phoenix Satellite Television Trademark Limited an annual license fee of US\$7,000, while Yifeng Lianhe is obligated to pay Phoenix Satellite Television Trademark Limited an annual license fee of US\$3,000, under the respective Old Trademark License Agreement. Phoenix Satellite Television Trademark Limited may in its discretion waive such license fees.

On December 8, 2017, Tianying Jiuzhou and Yifeng Lianhe each entered into a new trademark license agreement, or the New Trademark License Agreements, with Phoenix Satellite Television Trademark Limited to replace the Old Trademark License Agreements. Under the New Trademark License Agreements, Phoenix Satellite Television Holdings Limited agreed to continue to license to Tianying Jiuzhou and Yifeng Lianhe certain trademarks containing the double-phoenix logo and the Chinese or English words of “Phoenix New Media” or “ifeng” for an initial term of three years, while Tianying Jiuzhou and Yifeng Lianhe are not allowed to use the double-phoenix logo on a stand-alone basis. Tianying Jiuzhou and Yifeng Lianhe are also granted a one-year license to continue to use the current marks of our two mobile applications which contain the Chinese words of “Phoenix News” and “Phoenix Video” which will be automatically renewed upon its expiration unless Phoenix TV raises any objection. The annual license fee payable to Phoenix Satellite Television Holdings Limited by each of Tianying Jiuzhou and Yifeng Lianhe will be the greater of 2% of the annual revenues of Tianying Jiuzhou or Yifeng Lianhe (as the case may be) or US\$100,000 for each company, while the annual fee under the Old Trademark License Agreements was US\$10,000 in aggregate. On December 8, 2020, Tianying Jiuzhou and Yifeng Lianhe each entered into an amendment to the New Trademark License Agreements, with Phoenix Satellite Television Trademark Limited to renew such trademark license agreements.

#### **Transactions with Phoenix TV and Certain of its Subsidiaries**

Costs for content provided to us by Phoenix TV Group were RMB11.3 million, RMB2.6 million and RMB17.3 million (US\$2.7 million) in 2019, 2020 and 2021, respectively. We were charged by Phoenix TV Group for advertising and promotion expenses of RMB4.2 million, RMB2.5 million and RMB2.5 (US\$0.4 million) in 2019, 2020 and 2021, respectively. We were charged corporate administrative expenses by Phoenix TV Group in the total amounts of RMB2.1 million, RMB0.7 million and RMB1.1 million (US\$0.2 million) in 2019, 2020 and 2021, respectively. We were also charged Trademark license fee by Phoenix TV Group with the total amounts of RMB5.0 million, RMB4.4 million and RMB4.3 million (US\$0.7 million) in 2019, 2020 and 2021, respectively.

We provide joint advertising services to Phoenix TV Group’s advertisers from which we earned revenues of RMB15.7 million, RMB10.6 million and RMB12.4 million (US\$1.9 million) in 2019, 2020 and 2021, respectively.

As of December 31, 2020 and 2021, we had amounts due from Phoenix TV Group with the amounts of RMB11.4 million and RMB43.8 million (US\$6.9 million), respectively, and accounts due to Phoenix TV Group with the amounts of RMB23.5 million and RMB26.6 million (US\$4.2 million), respectively.

#### **Cooperation Agreement with China Mobile**

China Mobile is a shareholder of our parent company, Phoenix TV. As of March 31, 2022, China Mobile held 19.7% of the outstanding shares of Phoenix TV.

We obtained revenues for our paid services through China Mobile of RMB60.5 million, RMB30.5 million and RMB29.8 million (US\$4.7 million) in 2019, 2020 and 2021, respectively. We earned revenues from China Mobile for advertising services RMB23.3 million, RMB23.7 million and RMB17.5 million (US\$2.7 million) in 2019, 2020 and 2021, respectively. We incurred revenue sharing and bandwidth costs in connection with MVAS provided through China Mobile’s platforms in the amounts of RMB14.0 million, RMB6.5 million and RMB6.6 million (US\$1.0 million) in 2019, 2020 and 2021, respectively.

As of December 31, 2020 and 2021, we had amounts due from China Mobile with the amounts of RMB16.0 million and RMB12.0 million (US\$1.9 million), respectively, and accounts due to China Mobile with the amounts of RMB3.8 million and RMB3.9 million (US\$0.6 million), respectively.

#### **Other Transactions with Certain Directors and Affiliates**

See “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors, Supervisors and Executive Directors.”

#### **Share Incentive Plans**

See “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors, Supervisors and Executive Directors—Share Incentive Plans.”

#### **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. Consolidated Statements and Other Financial Information**

Please refer to Item 18 for a list of our annual consolidated financial statements filed as part of this annual report on Form 20-F.

#### **Legal Proceedings**

See “Item 4. Information on the Company—B. Business Overview—Legal and Administrative Proceedings.”

#### **Dividend Policy and Distributions**

Our board of directors has complete discretion as to whether to distribute dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that our board of directors may deem relevant.

On November 14, 2019, our board of directors declared a special cash dividend of US\$0.1714 per ordinary share, equivalent to US\$1.3712 per ADS, totaling approximately US\$100 million. The special dividend was paid on December 13, 2019 to holders of record of our ordinary shares at the close of business on November 29, 2019. On November 19, 2020, our board of directors declared a special cash dividend of US\$0.1714 per ordinary share, equivalent to US\$1.3712 per ADS, totaling approximately US\$100 million. The special dividend was paid on December 22, 2020 to holders of record of our ordinary shares at the close of business on December 4, 2020.

We are a holding company incorporated in the Cayman Islands. We may rely on dividends from our subsidiaries in China, which in turn relies on the payments received from the VIEs in China pursuant to the contractual arrangements that established our corporate structure. Current PRC laws, rules and regulations permit our PRC subsidiaries to pay dividends to us only out of its accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, our subsidiaries in China are required to set aside a certain amount of their accumulated after-tax profits each year to fund statutory reserves. These reserves may not be distributed as cash dividends. Further, if our subsidiaries in China incur debt on its own behalf, the instruments governing the debt may restrict its ability to pay dividends or make other payments to us.

If we pay any dividends, we will pay our ADS holders to the same extent as holders of our Class A ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

### **B. Significant Changes**

We have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

## **ITEM 9. THE OFFER AND LISTING**

### **A. Offer and listing details**

Our ADSs, each representing eight of Class A ordinary shares, have been listed on the New York Stock Exchange since May 12, 2011 under the symbol “FENG.”

### **B. Plan of Distribution**

Not applicable.

### **C. Markets**

Our ADSs, each representing eight of our ordinary shares, have been trading on the New York Stock Exchange since May 12, 2011 under the symbol “FENG.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10.ADDITIONAL INFORMATION****A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our amended and restated memorandum of association and second amended and restated articles of association contained in our Form F-1 registration statement (File No. 333-173666), as amended, initially filed with the Commission on April 21, 2011. Our shareholders adopted our amended and restated memorandum of association and second amended and restated articles of association on April 21, 2011.

**C. Material Contracts**

In the past three fiscal years, we have not entered into any material contracts other than in the ordinary course of business or other than those described elsewhere in this annual report.

**D. Exchange Controls**

See “Item 4. Information on the Company—B. Business Overview—Regulatory Matters—Regulation of Foreign Exchange Control and Administration.”

**E. Taxation****Cayman Islands Taxation**

Pursuant to section 6 of the Tax Concessions Act (1999 Revision) of the Cayman Islands, our company has obtained an undertaking from the Governor-in-Cabinet (1) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to our company or its operations; and (2) that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on or in respect of the shares, debentures or other obligations of our company. The undertaking for our company is for a period of twenty years from December 4, 2007.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to our company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

An exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

## People's Republic of China Taxation

The CIT Law provides that enterprises established outside of China whose “de facto management bodies” are located in China are considered “resident enterprises” of China. Under the implementation regulations for the CIT Law issued by the PRC State Council, “de facto management body” is defined as a body that has material and overall management and control over the manufacturing and business operations, personnel and human resources, finances and treasury, and acquisition and disposal of properties and other assets of an enterprise. Despite the present uncertainties as a result of limited guidance from PRC tax authorities on the issue, we do not believe that our legal entities organized outside of the PRC should be treated as residents under the CIT Law.

Under the CIT Law and implementation regulations issued by the State Council, PRC withholding tax at the rate of 10% is applicable to dividends payable to investors that are “non-resident enterprises”, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of ADSs or shares by such investors is also subject to 10% PRC income tax if such gain is regarded as income derived from sources within the PRC. The implementation regulations of the CIT Law set forth that, (i) if the enterprise that distributes dividends is domiciled in the PRC, or (ii) if gains are realized from transferring equity interests of enterprises domiciled in the PRC, then such dividends or capital gains are treated as China-sourced income. It is not clear how “domicile” may be interpreted under the CIT Law, and it may be interpreted as the jurisdiction where the enterprise is a tax resident. Therefore, if we are considered a PRC “resident enterprise”, dividends we pay to our non-PRC enterprise investors with respect to our Class A ordinary shares or ADSs, or the gain our non-PRC enterprise investors may realize from the transfer of our Class A ordinary shares or ADSs, may be treated as income derived from sources within the PRC and be subject to PRC tax. In addition, it is unclear whether our non-PRC individual investors would be subject to any PRC tax in the event we are deemed a “PRC resident enterprise”. If any PRC tax were to apply to such dividends or gains of non-PRC individual investors, it would generally apply at a tax rate of 20%. Furthermore, it is unclear whether, if we are considered a PRC “resident enterprise”, holders of our Class A ordinary shares or ADSs might be able to claim the benefit of income tax treaties entered into between China and other countries or regions.

### Material United States Federal Income Tax Consequences

The following summary describes material United States federal income tax consequences of the ownership and disposition of our ADSs and Class A ordinary shares. The discussion is applicable only to United States Holders (as defined below) who hold our ADSs or Class A ordinary shares as capital assets (generally, property held for investment) under the United States Internal Revenue Code of 1986, as amended (the “Code”). As used herein, the term “United States Holder” means a beneficial owner of an ADS or Class A ordinary share that is for United States federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust, or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary does not purport to be a detailed description of the United States federal income tax consequences applicable to you if you are a person subject to special treatment under the United States federal income tax laws, such as:

- a dealer in securities or currencies;
- a financial institution;
- a regulated investment company;
- a real estate investment trust;
- an insurance company;



- a tax-exempt organization;
- a person holding our ADSs or Class A ordinary shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;
- a trader in securities that has elected the mark-to-market method of accounting for your securities;
- a person liable for alternative minimum tax;
- a person who owns or is deemed to own 10% or more of our stock (by vote or value);
- a partnership or other pass-through entity for United States federal income tax purposes;
- a person required to accelerate the recognition of any item of gross income with respect to our ADSs or Class A ordinary shares as a result of such income being recognized on an applicable financial statement; or
- a person whose “functional currency” is not the U.S. dollar.

The discussion below is based upon the provisions of the Code and United States Treasury regulations, rulings and judicial decisions thereunder as of the date hereof. Such authorities may be replaced, revoked or modified so as to result in United States federal income tax consequences different from those discussed below. In addition, this summary is based, in part, upon representations made by the depositary to us and assumes that the deposit agreement, and all other related agreements, will be performed in accordance with their terms.

This discussion does not consider the tax treatment of partnerships or other pass-through entities that hold our ADSs or Class A ordinary shares, or of persons who hold our ADSs or Class A ordinary shares through such entities. If a partnership (or other entity or arrangement treated as a partnership for United States federal income tax purposes) holds ADSs or Class A ordinary shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our ADSs or Class A ordinary shares, you should consult your tax advisors.

This summary does not contain a detailed description of all the United States federal income tax consequences to you in light of your particular circumstances and does not address the Medicare tax on net investment income, United States federal estate and gift taxes or the effects of any state, local or non-United States tax laws.

***If you are considering the purchase of our ADSs or Class A ordinary shares, you should consult your own tax advisors concerning the United States federal income tax consequences to you in light of your particular situation as well as any consequences arising under other United States federal tax laws and the laws of any other taxing jurisdiction.***

#### ADSs

If you hold ADSs, for United States federal income tax purposes, you generally will be treated as the owner of the underlying Class A ordinary shares that are represented by such ADSs. Accordingly, deposits or withdrawals of Class A ordinary shares for ADSs will not be subject to United States federal income tax.

#### *Taxation of Dividends*

Subject to the rules discussed under “—Passive Foreign Investment Company” below, the gross amount of distributions with respect to our ADSs or Class A ordinary shares (including any amounts withheld to reflect PRC withholding taxes) will be taxable as dividends, to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Such income (including withheld taxes) will be includable in your gross income as dividend income on the day actually or constructively received by you, in the case of the Class A ordinary shares, or by the depositary, in the case of ADSs. Such dividends will not be eligible for the dividends received deduction allowed to corporations under the Code.

Subject to applicable limitations (including a minimum holding period requirement), dividends received by non-corporate United States Holders from a qualified foreign corporation may be treated as “qualified dividend income” that is subject to reduced rates of taxation. A non-United States corporation is treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares (or ADSs backed by such shares) that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that our ADSs (which are listed on the New York Stock Exchange), but not our Class A ordinary shares, are readily tradable on an established securities market in the United States. Thus, we believe that dividends

we pay on our Class A ordinary shares that are not represented by ADSs will not be eligible for the reduced tax rates. There also can be no assurance that our ADSs will be considered readily tradable on an established securities market in the United States in later years. A qualified foreign corporation also includes a foreign corporation that is eligible for the benefits of certain income tax treaties with the United States. In the event that we are deemed to be a PRC “resident enterprise” under the PRC tax law (see discussion under “Item 10. Additional Information—E. Taxation—People’s Republic of China Taxation”), we may be eligible for the benefits of the income tax treaty between the United States and the PRC (the “Treaty”), and if we are eligible for such benefits, dividends we pay on our Class A ordinary shares, regardless of whether such shares are represented by ADSs, would be potentially eligible for the reduced rates of taxation. Notwithstanding the foregoing, however, non-corporate United States Holders will not be eligible for reduced rates of taxation on any dividends received from us if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year. As discussed below under “—Passive Foreign Investment Company,” we believe we were a PFIC for 2021, and that we may be classified as a PFIC for future taxable years. Therefore, if you are a non-corporate United States Holder, you should not assume that any dividends will be taxed at a reduced rate. You should consult your own tax advisors regarding the application of these rules given your particular circumstances.

In the event that we are deemed to be a PRC “resident enterprise” under the PRC tax law, you may be subject to PRC withholding taxes on dividends paid to you with respect to the ADSs or Class A ordinary shares. In that case, however, you may be able to obtain a reduced rate of PRC withholding taxes under the Treaty if certain requirements are met. In addition, subject to certain conditions and limitations, PRC withholding taxes on dividends, if any, may be treated as foreign taxes eligible for credit against your United States federal income tax liability. For purposes of calculating the foreign tax credit, dividends paid to you with respect to our ADSs or Class A ordinary shares will be treated as income from sources outside the United States and will generally constitute passive category income. Furthermore, in certain circumstances, if you have held our ADSs or Class A ordinary shares for less than a specified minimum period during which you are not protected from risk of loss, or are obligated to make payments related to the dividends, you will not be allowed a foreign tax credit for any PRC withholding taxes imposed on dividends paid on our ADSs or Class A ordinary shares. The rules governing the foreign tax credit are complex. You are urged to consult your tax advisors regarding the availability of the foreign tax credit under your particular circumstances. Instead of claiming a foreign tax credit, you may, at your election, deduct any otherwise creditable PRC withholding taxes in computing your taxable income, but only for a taxable year in which you elect to do so with respect to all foreign income taxes and subject to generally applicable limitations under United States law.

To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits for a taxable year, as determined under United States federal income tax principles, the distribution will be treated first as a tax-free return of your tax basis in our ADSs or Class A ordinary shares held by you, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain recognized on a sale or exchange. We do not expect to keep earnings and profits in accordance with United States federal income tax principles. Therefore, you should expect that a distribution will generally be reported as a dividend (as discussed above).

Distributions of ADSs, Class A ordinary shares or rights to subscribe for ADSs or Class A ordinary shares that are received as part of a pro rata distribution to all of our shareholders generally will not be subject to United States federal income tax.

#### *Passive Foreign Investment Company*

In general, we will be a PFIC for any taxable year in which:

- at least 75% of our gross income is passive income, or
- at least 50% of the value (generally determined based on a quarterly average) of our assets is attributable to assets that produce or are held for the production of passive income.

For this purpose, passive income generally includes dividends, interest, royalties and rents (other than royalties and rents derived in the active conduct of a trade or business and not derived from a related person). Cash is generally treated as an asset that produces or is held for the production of passive income. If we own at least 25% (by value) of the stock of another corporation, we will be treated, for purposes of the PFIC tests, as owning our proportionate share of the other corporation’s assets and receiving our proportionate share of the other corporation’s income. However, it is not entirely clear how the contractual arrangements between us and the VIEs will be treated for purposes of the PFIC rules. If it is determined that we do not own the stock of the VIEs for United States federal income tax purposes (for instance, because the relevant PRC authorities do not respect these arrangements), we are more likely to be treated as a PFIC.

Based upon the past and projected composition of our income and assets, and the valuation of our assets, we believe we were a PFIC for 2021, and that we may be classified as a PFIC for future taxable years. The determination of whether or not we are a PFIC is made on an annual basis and will depend on the composition of our income and assets and the value of our assets from time to time.

Accordingly, it is possible that our status as a PFIC may change in any future taxable year due to changes in our asset or income composition. In addition, the calculation of the value of our assets will be based, in part, on the quarterly market value of our ADSs, which is subject to change.

Because the determination of whether or not we are a PFIC involves extensive factual investigation and cannot be completed until the close of a taxable year, there can be no assurance we will not be a PFIC for any future year.

If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares, you will be subject to special tax rules discussed below for that year and for each subsequent year in which you hold the ADSs or Class A ordinary shares (even if we do not qualify as a PFIC in such subsequent years). However, if we cease to be a PFIC, you can avoid the continuing impact of the PFIC rules by making a special election (a “Purging Election”) to recognize gain in the manner described below as if your ADSs or Class A ordinary shares had been sold on the last day of the last taxable year during which we were a PFIC. In addition, a new holding period would be deemed to begin for your ADSs or Class A ordinary shares for purposes of the PFIC rules. After the Purging Election, your ADSs or Class A ordinary shares with respect to which the Purging Election was made will not be treated as shares in a PFIC unless we subsequently become a PFIC. You are urged to consult your own tax advisor about the availability of this election, and whether making the election would be advisable in your particular circumstances.

If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares and you do not make a timely mark-to-market election, as described below, you will be subject to special tax rules with respect to any “excess distribution” received and any gain realized from a sale or other disposition, including a pledge, of our ADSs or Class A ordinary shares. Distributions received in a taxable year that are greater than 125% of the average annual distributions received during the shorter of the three preceding taxable years or your holding period for our ADSs or Class A ordinary shares will be treated as excess distributions. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for our ADSs or Class A ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, will be treated as ordinary income, and
- the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year for individuals or corporations, as applicable, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

In addition, non-corporate United States Holders will not be eligible for reduced rates of taxation on any dividends received from us (as described above under “—Taxation of Dividends”) if we are a PFIC in the taxable year in which such dividends are paid or in the preceding taxable year. You will generally be required to file Internal Revenue Service Form 8621 if you hold our ADSs or Class A ordinary shares in any year in which we are classified as a PFIC.

If we are a PFIC for any taxable year during which you hold our ADSs or Class A ordinary shares and any of our non-United States subsidiaries is also a PFIC or we otherwise hold an investment in a non-United States corporation that is treated as an equity interest in a PFIC (any such PFIC, a “lower-tier PFIC”), a United States Holder would be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of these rules. You are urged to consult your tax advisors about the application of the PFIC rules to any of our subsidiaries.

In certain circumstances, in lieu of being subject to the excess distribution rules discussed above, you may make an election to include gain on the stock of a PFIC as ordinary income under a mark-to-market method, provided that such stock is regularly traded on a qualified exchange. Under current law, the mark-to-market election may be available to holders of our ADSs because they are listed on the New York Stock Exchange, which constitutes a qualified exchange, although there can be no assurance that our ADSs will be “regularly traded” for purposes of the mark-to-market election. It should also be noted that only our ADSs and not our Class A ordinary shares are listed on the New York Stock Exchange. Consequently, if you are a holder of our Class A ordinary shares that are not represented by ADSs, you generally will not be eligible to make a mark-to-market election if we are a PFIC.

If you make an effective mark-to-market election, you will include in each taxable year that we are a PFIC, as ordinary income, the excess of the fair market value of our ADSs held by you at the end of the year over your adjusted tax basis in our ADSs. You will be entitled to deduct as an ordinary loss in each such year the excess of your adjusted tax basis in our ADSs over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. If you make an effective mark-to-market election, in each year that we are a PFIC, (i) any gain you recognize upon the sale or other disposition of our ADSs will be treated as ordinary income and (ii) any loss will be treated as ordinary loss, but only to the extent of the net amount previously included in income as a result of the mark-to-market election.

Your adjusted tax basis in our ADSs will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If you make a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years, unless our ADSs are no longer regularly traded on a qualified exchange or the Internal Revenue Service consents to the revocation of the election. Because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a United States Holder may continue to be subject to the general PFIC rules discussed above with respect to such United States Holder's indirect interest in any lower-tier PFIC.

You are urged to consult your tax advisor about the availability of the mark-to-market election, and whether making the election would be advisable in your particular circumstances.

Alternatively, you can sometimes avoid the rules described above with respect to the stock you own in a PFIC by electing to treat such PFIC as a "qualified electing fund" under Section 1295 of the Code. However, this option is not available to you because we do not intend to comply with the requirements necessary to permit you to make this election. You are urged to consult your tax advisors concerning the United States federal income tax consequences of holding our ADSs or Class A ordinary shares if we are considered a PFIC in any taxable year.

#### *Taxation of Capital Gains*

For United States federal income tax purposes, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of our ADSs or Class A ordinary shares in an amount equal to the difference between the amount realized for our ADSs or Class A ordinary shares and your tax basis in such ADSs or Class A ordinary shares, both determined in U.S. dollars. Subject to the discussion under "—Passive Foreign Investment Company" above, such gain or loss will generally be capital gain or loss. Capital gains of non-corporate United States Holders (including individuals) derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss recognized by you will generally be treated as United States source gain or loss. However, in the event that we are deemed to be a PRC "resident enterprise" under the PRC tax law and PRC tax is imposed on any gain from the sale, exchange or other taxable disposition of our ADSs or Class A ordinary shares, a United States Holder eligible for the benefits of the Treaty may be able to elect to treat such gain as PRC-source income. If you are not eligible for the benefits of the Treaty or if you fail to make the election to treat any gain as PRC-source income, then you generally would not be able to use a foreign tax credit for any PRC tax imposed on the disposition of our ADSs or Class A ordinary shares unless such credit can be applied (subject to applicable limitations) against tax due on other income treated as derived from foreign sources. However, pursuant to recently issued United States Treasury regulations that apply to taxes paid or accrued in taxable years beginning on or after December 28, 2021, if you do not claim the benefits of the Treaty, any such PRC tax would generally not be a foreign income tax eligible for a foreign tax credit (regardless of any other income that you may have that is derived from foreign sources). You are urged to consult your tax advisors regarding the tax consequences if a foreign withholding tax is imposed on a disposition of our ADSs or Class A ordinary shares, including the availability of the foreign tax credit under your particular circumstances.

#### *Information Reporting and Backup Withholding*

Certain United States Holders may be required to submit to the Internal Revenue Service certain information with respect to their beneficial ownership of our ADSs or Class A ordinary shares, unless such ADSs or Class A ordinary shares are held on their behalf by a United States financial institution. Penalties may be imposed if a United States Holder is required to submit such information to the Internal Revenue Service and fails to do so.

Moreover, information reporting will apply to dividends in respect of our ADSs or Class A ordinary shares and the proceeds from the sale, exchange or other disposition of our ADSs or Class A ordinary shares that are paid to you within the United States (and in certain cases, outside the United States), unless you are an exempt recipient. Backup withholding may apply to such payments if you fail to provide a taxpayer identification number or certification of exempt status or fail to report in full dividend and interest income.

Backup withholding is not a tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your United States federal income tax liability provided the required information is timely furnished to the Internal Revenue Service. You should consult your tax advisors regarding the application of the United States information reporting and backup withholding rules to your particular circumstances.

## **F. Dividends and Paying Agents**

On November 19, 2020, our board of directors declared a special cash dividend of US\$0.1714 per ordinary share, equivalent to US\$1.3712 per ADS, totaling approximately US\$100 million. The special dividend was payable on December 22, 2020 to holders of record of our ordinary shares at the close of business on December 4, 2020. JPMorgan Chase Bank, N.A., or JP Morgan, as depository of the ADSs, paid a cash distribution of US\$1.3512 per ADS to our ADS holders of record at the close of business on December 4, 2020 after receipt of cash dividends on our ordinary shares and deduction of its fees and expenses. JP Morgan paid the cash distribution to our ADS holders on December 22, 2020.

## **G. Statement by Experts**

Not applicable.

## **H. Documents on Display**

We have filed this annual report on Form 20-F, including exhibits, with the SEC. As allowed by the SEC, in Item 19 of this annual report, we incorporate by reference certain information we filed with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report.

You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC's regional offices in New York, New York, and Chicago, Illinois. You can also request copies of this annual report, including the exhibits incorporated by reference in this annual report, upon payment of a duplicating fee, by writing to the SEC's Public Reference Room for information.

The SEC also maintains a website that contains reports, proxy statements and other information about issuers, such as us, who file electronically with the SEC. The address of that websites is <http://www.sec.gov>. The information on that websites is not a part of this annual report.

## **I. Subsidiary Information**

Not applicable.

## **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Concentration risk***

We have no customers with revenues or accounts receivable accounting for over 10% of our total revenues or total account receivables, net and due from related parties, respectively.

### ***Credit risk***

Our credit risk arises from cash and cash equivalents, term deposits and short term investments and restricted cash, as well as credit exposures to receivables due from our customers, related parties and other parties and available-for-sale debt securities.

We believe that there is no significant credit risk associated with cash and cash equivalents, term deposits and short term investments and restricted cash which were held by reputable financial institutions in the jurisdictions where we are located. We believe that we are not exposed to unusual risks as these financial institutions have high credit quality.

We have no significant concentrations of credit risk with respect to our customers and related parties and available-for-sale debt securities. We assess the credit quality of, and set credit limits on our customers by taking into account their financial position, the availability of guarantees from third parties, their credit history and other factors such as current market conditions.

### ***Inflation Risk***

In recent years, inflation has not had a material impact on our operating results. According to the National Bureau of Statistics of China, the change in the Consumer Price Index in China was 2.9%, 2.5% and 0.9% in 2019, 2020 and 2021, respectively. Although we have not been materially affected by inflation in the past, we can provide no assurance that we will not be affected in the future by higher rates of inflation in China. We do not anticipate being exposed to material risks due to changes in market interest rates. However, our future interest income may fall short of expectations due to changes in market interest rates.

## Foreign Currency Risk

Substantially all our revenues and expenses are denominated in Renminbi. We have not had any material foreign exchange gains or losses. Although in general, our exposure to foreign exchange risks should be limited, the value of your investment in our ADSs will be affected by the foreign exchange rate between U.S. dollars relative to the Renminbi because the value of our business is effectively denominated in Renminbi, while the ADSs are traded in U.S. dollars. Furthermore, a decline in the value of the Renminbi could reduce the U.S. dollar equivalent of the value of the earnings from, and our investments in, our subsidiaries and PRC-incorporated affiliates in China. In addition, appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect our reported financial results in U.S. dollar terms. As of December 31, 2021, we had RMB denominated cash and cash equivalents, term deposits and short term investments and restricted cash, totaling RMB1.47 billion (US\$231.2 million), and U.S. dollar denominated cash and cash equivalents and term deposits totaling US\$5.0 million. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Doing Business in China—Fluctuations in exchange rates of the Renminbi could materially affect our reported operating results.”

## ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

### A. Debt Securities

Not applicable.

### B. Warrants and Rights

Not applicable.

### C. Other Securities

Not applicable.

### D. American Depositary Shares

In July 2016, we appointed JPMorgan Chase Bank, N.A., or JPMorgan, as the successor depository for our ADR program. JPMorgan replaced Deutsche Bank Trust Company Americas, or Deutsche Bank, as depository for our ADR program effective from July 18, 2016. We entered into an amended and restated deposit agreement with JPMorgan, as depository, and all holders from time to time of our ADRs in July 2016 to amend and restate the previous deposit agreement with Deutsche Bank dated as of May 11, 2011.

### Fees and Charges

As an ADS holder, you will be required to pay the following service fees to JPMorgan as the depository bank:

<b>Service:</b>	<b>Fee:</b>
Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property	\$5.00 for each 100 ADSs (or portion thereof) issued
Cancellation of ADSs, including in the case of termination of the deposit agreement	\$5.00 for each 100 ADSs (or portion thereof) cancelled
Distribution of cash dividends or other cash distributions	Up to \$0.05 per ADS held
Distribution of ADSs pursuant to share dividends, free share distributions or exercise of rights	Up to \$0.05 per ADS held
Distribution of securities other than ADSs or rights to purchase ADSs or additional ADSs	A fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities
Depository services	An aggregate fee of U.S.\$0.05 per ADS per calendar year (or portion thereof) for services performed by the Depository in administering the ADRs
Transfer of ADRs	\$1.50 per certificate presented for transfer

As an ADS holder, you will also be responsible to pay certain fees and expenses incurred by the depository bank and certain taxes and governmental charges such as:

Fees for the transfer and registration of ordinary shares charged by the registrar and transfer agent for the ordinary shares in the Cayman Islands (i.e., upon deposit and withdrawal of ordinary shares).

- Expenses incurred for converting foreign currency into U.S. dollars.
- Expenses for cable, telex and fax transmissions and for delivery of securities.
- Taxes and duties upon the transfer of securities, including any applicable stamp duties, any stock transfer charges or withholding taxes (i.e., when ordinary shares are deposited or withdrawn from deposit).
- Fees and expenses incurred in connection with the delivery or servicing of ordinary shares on deposit.
- Fees and expenses incurred in connection with complying with exchange control regulations and other regulatory requirements applicable to ordinary shares, deposited securities, ADSs and ADRs.
- Any applicable fees and penalties thereon.

The depositary fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary bank by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depositary bank and by the brokers (on behalf of their clients) delivering the ADSs to the depositary bank for cancellation. The brokers in turn charge these fees to their clients. Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary services fee are charged by the depositary bank to the holders of record of ADSs as of the applicable ADS record date.

The depositary fees payable for cash distributions are generally deducted from the cash being distributed or by selling a portion of distributable property to pay the fees. In the case of distributions other than cash (i.e., share dividends, rights), the depositary bank charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or uncertificated in direct registration), the depositary bank sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via DTC), the depositary bank generally collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary banks.

In the event of refusal to pay the depositary fees, the depositary bank may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder.

The depositary has agreed to reimburse us for a portion of certain expenses we incur that are related to establishment and maintenance of the ADR program, including investor relations expenses. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not related to the amounts of fees the depositary collects from investors. Further, the depositary has agreed to reimburse us certain fees payable to the depositary by holders of ADSs. Neither the depositary nor we can determine the exact amount to be made available to us because (i) the number of ADSs that will be issued and outstanding, (ii) the level of service fees to be charged to holders of ADSs and (iii) our reimbursable expenses related to the program are not known at this time.

#### **Payments by Depositary**

As of March 31, 2022, we had received total payments of US\$2.75 million from JPMorgan, the current depositary bank for our ADR program for reimbursement of investor relations expenses and other program related expenses.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None of these events occurred in any of the years ended December 31, 2019, 2020 and 2021.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

#### A. Modifications of Rights

See “Item 10. Additional Information—B. Memorandum and Articles of Association” for a description of the rights of securities holders, which remain unchanged.

#### B. Use of Proceeds

Not applicable.

### ITEM 15. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

As of December 31, 2021, an evaluation has been carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding the required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Based upon our evaluation, our management has concluded that, as of December 31, 2021, our disclosure controls and procedures were effective.

#### Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposals of our assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with U.S. GAAP and that a company’s receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposal of our assets that could have a material effect on our consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statements preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules as promulgated by the Securities and Exchange Commission, our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2021 using the criteria set forth in the report “Internal Control—Integrated Framework (2013)” published by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2021.



## Attestation Report of the Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm, as stated in their report which appears on page F-2 of this annual report on Form 20-F.

### Changes in Internal Control over Financial Reporting

We maintain a system of internal control over financial reporting that is designed to provide reasonable assurance that our books and records accurately reflect our transactions and that our established policies and procedures are followed. As required by Rule 13a-15(d), under the Exchange Act, our management, including our Chief Executive Officer, president and our Chief Financial Officer, has also conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the period covered by this report have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Jerry Juying Zhang, who is an independent director, qualifies as an audit committee financial expert as defined in Item 16A of the instruction to Form 20-F.

### ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics which applies to our directors, employees, advisors and officers, including our Chief Executive Officer and Chief Financial Officer. No changes have been made to the code of ethics since its adoption and no waivers have been granted therefrom to our directors or employees. We have filed our code of business conduct and ethics as an exhibit to our F-1 registration statement (File No. 333-173666), as amended, initially filed with the Commission on April 21, 2011, and a copy is available to any shareholder upon request. This code of ethics is also available on our website at ir.ifeng.com.

### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers Zhong Tian LLP has served as our independent public accountant for each of the fiscal years in the three-year period ended December 31, 2021, for which audited financial statements appear in this annual report.

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by PricewaterhouseCoopers Zhong Tian LLP, for the years indicated.

	For the Years Ended December 31,	
	2020	2021
	(In thousands of RMB)	
Audit Fees (1)	8,505	8,085
Tax Fees (2)	—	—
All Other Fees (3)	17	12
Total	<u>8,522</u>	<u>8,097</u>

#### Notes:

- (1) Audit fees consist of fees associated with the annual audit, reviews of our quarterly financial statements and related statutory and regulatory filings. For 2020 and 2021, the audit refers to financial audit and audit pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Tax fees include fees billed for tax compliance and tax advice services.
- (3) All other fees comprise fees for all other services provided by PricewaterhouseCoopers Zhong Tian LLP, other than those services covered in footnotes (1) to (2) above.

### Pre-Approval Policies and Procedures

Our audit committee is responsible for the oversight of our independent accountants' work. The policy of our audit committee is to pre-approve all audit and non-audit services provided by PricewaterhouseCoopers Zhong Tian LLP, including audit services, audit-related services, tax services and other services, as described above.

All audit and non-audit services performed by PricewaterhouseCoopers Zhong Tian LLP must be pre-approved by the Audit Committee.

**ITEM 16D.EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

**ITEM 16E.PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

None.

**ITEM 16F.CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G.CORPORATE GOVERNANCE**

We are a “foreign private issuer” (as such term is defined in Rule 3b-4 under the Exchange Act), and our ADSs, each representing eight ordinary shares, are listed on the New York Stock Exchange. Under Section 303A of the New York Stock Exchange Listed Company Manual, New York Stock Exchange listed companies that are foreign private issuers are permitted to follow home country practice in lieu of the corporate governance provisions specified by the New York Stock Exchange with limited exceptions. The following summarizes some significant ways in which our corporate governance practices differ from those followed by domestic companies under the listing standards of the New York Stock Exchange.

- In respect of independent directors on our Board of Directors: Only two of our seven directors are independent directors. As our home country practice does not require a majority of our Board of Directors to be independent, two of our seven directors are independent.
- In respect of composition of our audit committee: As our home country practice does not require us to have a minimum of three members of our audit committee, our audit committee is comprised of two independent directors.
- In respect of the oversight of our executive officer compensation and director nominations matters: As our home country practice does not require independent director oversight of executive officer compensation and director nomination matters, our compensation and corporate governance and nominating committees are not comprised solely of independent directors.

**ITEM 16H.MINE SAFETY**

Not applicable.

**ITEM 16I.DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## PART III

### ITEM 17.FINANCIAL STATEMENTS

The Registrant has elected to provide the financial statements and related information specified in Item 18.

### ITEM 18.FINANCIAL STATEMENTS

The consolidated financial statements of Phoenix New Media Limited are included at the end of this annual report.

### ITEM 19.EXHIBIT INDEX

Exhibit Number	Description of Exhibits
1.1	<a href="#"><u>Amended and Restated Memorandum of Association and Second Amended and Restated Articles of Association of the Registrant (incorporated by reference Exhibit 3.2 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
2.1	<a href="#"><u>Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3) (incorporated by reference Exhibit (a) to our Registration Statement on Form F-6 (File No. 333-212488) with respect to American depositary shares representing our Class A ordinary shares, filed with the Securities and Exchange Commission on July 12, 2016)</u></a>
2.2	<a href="#"><u>Registrant's Specimen Certificate for Class A ordinary shares (incorporated by reference Exhibit 4.2 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
2.3	<a href="#"><u>Form of Amended and Restated Deposit Agreement, among the Registrant, JPMorgan Chase Bank, N.A., as depositary, and all holders from time to time of ADRs issued thereunder (incorporated by reference Exhibit (a) to our Registration Statement on Form F-6 (File No. 333-212488) with respect to American depositary shares representing our Class A ordinary shares, filed with the Securities and Exchange Commission on July 12, 2016).</u></a>
2.4	<a href="#"><u>Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (incorporated by reference Exhibit 2.4 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2019 (File No. 001-35158), initially filed with the Securities and Exchange Commission on April 28, 2020).</u></a>
4.1	<a href="#"><u>Preferred Share Purchase Agreement, dated as of November 9, 2009, in respect of the sale of the Series A convertible redeemable preferred shares of the Registrant (incorporated by reference Exhibit 4.4 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
4.2	<a href="#"><u>Shareholders' Agreement, dated as of November 24, 2009, by and among the Registrant and the other parties thereto (incorporated by reference Exhibit 4.5 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
4.3	<a href="#"><u>Form of the Registrant's Employment Agreements for its executive officers (incorporated by reference Exhibit 10.1 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
4.4	<a href="#"><u>Registrant's 2008 Share Option Plan (incorporated by reference Exhibit 10.2 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
4.5	<a href="#"><u>Registrant's 2011 Restricted Share Unit and Restricted Share Plan (incorporated by reference Exhibit 10.3 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>
4.6	<a href="#"><u>Form of Indemnification Agreement with the Registrant's directors and officers (incorporated by reference Exhibit 10.4 to our Registration Statement on Form F-1 (File No. 333-173666), initially filed with the Securities and Exchange Commission on April 21, 2011).</u></a>

- 4.7 [Translation of the Exclusive Equity Option Agreement, dated as of December 31, 2009, between Fenghuang On-line and Tianying Jiuzhou and its shareholders \(incorporated by reference Exhibit 10.5 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.8 [Translation of the Exclusive Equity Option Agreement, dated as of December 31, 2009, between Fenghuang On-line and Yifeng Lianhe and its shareholders \(incorporated by reference Exhibit 10.6 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.8A [Translation of the Exclusive Equity Option Agreement, dated as of January 13, 2014, between Qieyiyou and Chenhuan and its shareholders \(incorporated by reference Exhibit 4.8A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.8B [Translation of the Exclusive Equity Option Agreement, dated as of January 25, 2021, between Fenghuang On-line and Fenghuang Ronghe and its shareholders \(incorporated by reference Exhibit 4.8B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.8C [Translation of the Exclusive Equity Option Agreement, dated as of May 7, 2021, between Qieyiyou and Chenhuan and its shareholders.](#)
- 4.9 [Translation of the Equity Pledge Agreement, dated as of December 31, 2009, between Fenghuang On-line and Tianying Jiuzhou and its shareholders \(incorporated by reference Exhibit 10.7 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.10 [Translation of the Equity Pledge Agreement, dated as of December 31, 2009, between Fenghuang On-line and Yifeng Lianhe and its shareholders \(incorporated by reference Exhibit 10.8 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.10A [Translation of the Equity Pledge Agreement, dated as of January 13, 2014, between Fenghuang On-line and Chenhuan and its shareholders \(incorporated by reference Exhibit 4.10A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.10B [Translation of the Equity Pledge Agreement, dated as of January 25, 2021, between Fenghuang On-line and Fenghuang Ronghe and its shareholders \(incorporated by reference Exhibit 4.10B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.10C [Translation of the Equity Pledge Agreement, dated as of May 7, 2021, between Qieyiyou and Chenhuan and its shareholders.](#)
- 4.11 [Translation of the Exclusive Technical Consulting & Service Agreement, dated as of December 31, 2009, between Fenghuang On-line and Tianying Jiuzhou \(incorporated by reference Exhibit 10.9 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.12 [Translation of the Exclusive Technical Consulting & Service Agreement, dated as of December 31, 2009, between Fenghuang On-line and Yifeng Lianhe \(incorporated by reference Exhibit 10.10 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.12A [Translation of the Exclusive Technical Consulting & Service Agreement, dated as of January 13, 2014, between Qieyiyou and Chenhuan and its shareholders \(incorporated by reference Exhibit 4.12A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.12B [Translation of the Business Management Agreement, dated as of January 13, 2014, between Qieyiyou and Chenhuan and its shareholders \(incorporated by reference Exhibit 4.12B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)

- 4.12C [Translation of the Exclusive Technical Consulting & Service Agreement, dated as of January 25, 2021, between Fenghuang On-line and Fenghuang Ronghe \(incorporated by reference Exhibit 4.12C to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.12D [Translation of the Exclusive Technical Consulting & Service Agreement, dated as of May 7, 2021, between Qieyiyou and Chenhuan and its shareholders.](#)
- 4.13 [Translation of Loan Agreement, dated as of December 31, 2009, between Fenghuang On-line and the shareholders of Tianying Jiuzhou \(incorporated by reference Exhibit 10.11 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.13A [Translation of Supplemental Agreement to the Loan Agreement, dated as of December 31, 2019, between Fenghuang On-line and the shareholders of Tianying Jiuzhou \(incorporated by reference Exhibit 4.13A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2019 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2020\).](#)
- 4.14 [Translation of the Loan Agreement, dated as of December 31, 2009, between Fenghuang On-line and the shareholders of Yifeng Lianhe \(incorporated by reference Exhibit 10.12 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.14A [Translation of the Loan Agreement, dated as of January 13, 2015, between Qieyiyou and shareholders of Chenhuan \(incorporated by reference Exhibit 4.14A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.14B [Translation of the Loan Agreement, dated as of January 25, 2021, between Fenghuang On-line and the shareholders of Fenghuang Ronghe \(incorporated by reference Exhibit 4.14B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.14C [Translation of the Loan Agreement, dated as of March 30, 2021, between Qieyiyou and shareholders of Chenhuan.](#)
- 4.15 [Translation of the Voting Right Entrustment Agreement, dated as of December 31, 2009, between Fenghuang On-line and shareholders of Tianying Jiuzhou \(incorporated by reference Exhibit 10.13 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.16 [Translation of the Voting Right Entrustment Agreement, dated as of December 31, 2009, between Fenghuang On-line and the shareholders of Yifeng Lianhe \(incorporated by reference Exhibit 10.14 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.16A [Translation of the Voting Right Entrustment Agreement, dated as of January 13, 2014, between Qieyiyou and Chenhuan and its shareholders \(incorporated by reference Exhibit 4.16A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.16B [Translation of the Voting Right Entrustment Agreement, dated as of January 25, 2021, between Fenghuang On-line and the shareholders of Fenghuang Ronghe \(incorporated by reference Exhibit 4.16B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.16C [Translation of the Voting Right Entrustment Agreement, dated as of May 7, 2021, between Qieyiyou and Chenhuan and its shareholders.](#)
- 4.17 [Translation of the Content, Branding, Promotion and Technology Cooperation Agreement, dated November 24, 2009, between Fenghuang On-line and Phoenix TV \(incorporated by reference Exhibit 10.15 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)

- 4.18 [Translation of the Supplemental Agreement to the Content, Branding, Promotion and Technology Cooperation Agreement, dated March 28, 2011, between Fenghuang On-line and Phoenix TV \(incorporated by reference Exhibit 10.16 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.19 [Translation of the Second Supplemental Agreement to the Content, Branding, Promotion and Technology Cooperation Agreement, dated March 24, 2016, between Fenghuang On-line and Phoenix TV \(incorporated by reference Exhibit 4.19 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2015 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2016\).](#)
- 4.20 [Translation of the Program Content License Agreement, dated November 24, 2009, between Phoenix TV and Tianying Jiuzhou \(incorporated by reference Exhibit 10.17 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.21 [Schedule of Material Differences between the Program Content Agreements entered into between Tianying Jiuzhou and Yifeng Lianhe, respectively, and Phoenix TV \(incorporated by reference Exhibit 10.18 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.22 [Confirmation Letter, dated April 14, 2011, among Tianying Jiuzhou, Yifeng Lianhe and Phoenix Satellite Television Company Limited \(incorporated by reference Exhibit 10.19 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.23 [Translation of the Second Supplemental Agreement to the Program Content License Agreement, dated March 24, 2016, between Phoenix TV, Tianying Jiuzhou and Yifeng Lianhe \(incorporated by reference Exhibit 4.23 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2015 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2016\).](#)
- 4.24 [Translation of the Trademark License Agreement, dated as of November 24, 2009, between Phoenix Satellite Television Trademark Limited and Tianying Jiuzhou \(incorporated by reference Exhibit 10.20 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.25 [Schedule of material differences between the Trademark License Agreements entered into between Tianying Jiuzhou and Yifeng Lianhe, respectively, and Phoenix Satellite Television Trademark Limited \(incorporated by reference Exhibit 10.21 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.26 [Confirmation Letter, dated April 14, 2011, among Tianying Jiuzhou, Yifeng Lianhe and Phoenix Satellite Television Trademark Limited \(incorporated by reference Exhibit 10.22 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.27 [Translation of the Second Supplemental Agreement to the Trademark License Agreement, dated March 24, 2016, between Phoenix TV, Tianying Jiuzhou and Yifeng Lianhe \(incorporated by reference Exhibit 4.27 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2015 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2016\).](#)
- 4.28 [Program Resource License Agreement between Phoenix Satellite Television Company Limited and Beijing Tianying Jiuzhou Network Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.2 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.29 [Program Text/Graphics Resource License Agreement between Phoenix Satellite Television Company Limited and Beijing Tianying Jiuzhou Network Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.3 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.30 [Program Resource License Agreement between Phoenix Satellite Television Company Limited and Yifeng Lianhe \(Beijing\) Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.4 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)

- 4.31 [Program Text/Graphics Resource License Agreement between Phoenix Satellite Television Company Limited and Yifeng Lianhe \(Beijing\) Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.5 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.32 [Program Resource License Agreement between Phoenix Satellite Television Company Limited and Beijing Fenghuang Interactive Entertainment Network Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.6 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.33 [Program Text/Graphics Resource License Agreement between Phoenix Satellite Television Company Limited and Beijing Fenghuang Interactive Entertainment Network Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.7 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.34 [The Third Supplemental Agreement to the Trademark License Agreement by and among Phoenix Satellite Television Trademark Limited, Beijing Tianying Jiuzhou Network Technology Co., Ltd. and Yifeng Lianhe \(Beijing\) Technology Co., Ltd., dated May 27, 2016 \(incorporated by reference Exhibit 99.8 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on May 27, 2016\).](#)
- 4.35 [Translation of the Fourth Supplemental Agreement to the Trademark License Agreement by and among Phoenix Satellite Television Trademark Limited, Beijing Tianying Jiuzhou Network Technology Co., Ltd. and Yifeng Lianhe \(Beijing\) Technology Co., Ltd., dated September 29, 2017 \(incorporated by reference Exhibit 99.2 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on September 29, 2017\).](#)
- 4.36 [Translation of the Trademark License Agreement, dated as of December 8, 2017, between Phoenix Satellite Television Trademark Limited and Beijing Tianying Jiuzhou Network Technology Co., Ltd. \(incorporated by reference Exhibit 99.2 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on December 8, 2017\).](#)
- 4.37 [Translation of the Trademark License Agreement, dated as of December 8, 2017, between Phoenix Satellite Television Trademark Limited and Yifeng Lianhe \(Beijing\) Technology Co., Ltd. \(incorporated by reference Exhibit 99.3 to our report on Form 6-K \(File No. 001-35158\) filed with the Securities and Exchange Commission on December 8, 2017\).](#)
- 4.38 [Loan Agreement Memorandum, dated as of January 3, 2011, between Phoenix Satellite Television Co., Ltd. and Phoenix Satellite Television Information Limited \(incorporated by reference Exhibit 10.23 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.39 [Translation of the Cooperation Agreement, dated as of December 29, 2009, between China Mobile Communications Corporation and Tianying Jiuzhou \(incorporated by reference Exhibit 10.24 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.40 [Translation of the Cooperation Agreement, dated as of February 14, 2011, between China Mobile Communications Corporation and Tianying Jiuzhou \(incorporated by reference Exhibit 10.25 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- 4.41 [Schedule of Material Differences between the Cooperation Agreement, dated as of February 14, 2011, between China Mobile Communications Corporation and Beijing Tianying Jiuzhou Network Technology Co., Ltd. entered into in 2011, filed as Exhibit 10.25 to the Registration Statement on Form F-1 \(File No. 333-173666\) \(“Cooperation Agreement 2011”\), the Cooperation Agreement, dated as of June 20, 2014, between China Mobile Communications Corporation and Beijing Tianying Jiuzhou Network Technology Co., Ltd. entered into in 2014 \(“Cooperation Agreement 2014”\), the Cooperation Agreement, dated as of September 16, 2015, between China Mobile Communications Corporation and Beijing Tianying Jiuzhou Network Technology Co., Ltd. entered into in 2015 \(“Cooperation Agreement 2015”\), the Cooperation Agreement, dated as of January 16, 2017, between China Mobile Communications Corporation and Beijing Tianying Jiuzhou Network Technology Co., Ltd. entered into in 2017 and as to 2016 and 2017 \(“Cooperation Agreement 2016”\), and the Cooperation Agreement, dated as of October 18, 2017, between China Mobile Communications Corporation and Beijing Tianying Jiuzhou Network Technology Co., Ltd. entered into in 2017 and as to 2017 and 2018 \(“Cooperation Agreement 2017”\) \(incorporated by reference Exhibit 4.41 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)

- 4.42 [Share Purchase Agreement, dated as of September 10, 2014, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., Zhaohui Zheng, Xuyang Ren, Xin Li, Rongqing Lu, Shunwei TMT II Limited, Red Better Limited and our company \(incorporated by reference Exhibit 4.29 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2014 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 30, 2015\).](#)
- 4.43 [Share Purchase Agreement, dated as of November 7, 2014, among Zhaohui Zheng, Xin Li, Rongqing Lu, Tengteng Kong, Weijian Lin, Kaifeng Xu, Miao Liu, Yuanyuan Wang, Xiaoxi Wu, Fubo Wang, Shi'an Peng, Sha Zhou, Qiyu Tan and our company \(incorporated by reference Exhibit 4.30 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2014 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 30, 2015\).](#)
- 4.44 [Share Purchase Agreement, dated as of February 10, 2015, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., Zhaohui Zheng, Xuyang Ren, Xin Li, Rongqing Lu, Shunwei TMT II Limited, Red Better Limited and our company \(incorporated by reference Exhibit 4.31 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2014 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 30, 2015\).](#)
- 4.45 [Share Purchase Agreement, dated as of February 10, 2015, among IDG Technology Venture Investment V, L.P., Yifang Technology Group, Ltd. and our company \(incorporated by reference Exhibit 4.32 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2014 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 30, 2015\).](#)
- 4.46 [Loan Agreement, dated as of January 28, 2016, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.36 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2015 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2016\).](#)
- 4.47 [Loan Agreement, dated as of April 5, 2016, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.37 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2015 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2016\).](#)
- 4.48 [Loan Agreement, dated as of August 10, 2016, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.45 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2016 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2017\).](#)
- 4.49 [Amendment No. 1 to Loan Agreement Dated as of August 10, 2016, dated as of January 20, 2017, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.46 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2016 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2017\).](#)
- 4.50 [Loan Agreement, dated as of November 2, 2016, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.47 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2016 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2017\).](#)
- 4.51 [Amendment No. 1 to Loan Agreement Dated as of November 2, 2016, dated as of January 20, 2017, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.48 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2016 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2017\).](#)
- 4.52 [English Translation of the Loan Agreement, dated as of January 20, 2017, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.49 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2016 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2017\).](#)



- 4.53 [Amendment No. 2 to Loan Agreement Dated as of August 10, 2016, dated as of August 9, 2017, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.53 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.54 [Amendment No. 3 to Loan Agreement Dated as of August 10, 2016, dated as of January 20, 2018, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.54 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.55 [Amendment No. 1 to Loan Agreement Dated as of January 20, 2017, dated as of January 20, 2018, among Particle Inc., Particle \(HK\) Limited, Beijing Particle Information Technology Co., Ltd., Beijing Yidianwangju Technology Co., Ltd., and our company \(incorporated by reference Exhibit 4.55 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.56 [Loan assignment agreement among the Registrant, Particle Inc. and its subsidiaries and consolidated affiliated entity, and Long De Cheng Zhang Culture Communication \(Tianjin\) Co., Ltd. dated April 2, 2018 \(incorporated by reference Exhibit 4.56 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2017 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2018\).](#)
- 4.57 [Translation of Equity Transfer and Equity Purchase Option Agreement, dated as of December 18, 2018, among Telling Telecommunication Co., Ltd., Beijing Chenhuan Technology Co., Ltd., and Shenzhen Bingruixin Technology Co., Ltd. \(incorporated by reference Exhibit 4.57 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2018 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2019\).](#)
- 4.58 [Translation of Equity Transfer Agreement, dated as of March 1, 2019, among Beijing Yitian Xindong Network Technology Co., Ltd., Telling Telecommunication Co., Ltd., Shenzhen Bingruixin Technology Co., Ltd., and Beijing Chenhuan Technology Co., Ltd. \(incorporated by reference Exhibit 4.58 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2018 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2019\).](#)
- 4.59 [Translation of Share Purchase Agreement, dated as of March 22, 2019, between Run Liang Tai Management Limited and our Company \(incorporated by reference Exhibit 4.59 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2018 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2019\).](#)
- 4.59A [Translation of Supplemental Agreement, dated as of July 23, 2019, between Run Liang Tai Management Limited and our Company \(incorporated by reference Exhibit 4.59A to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2019 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2020\).](#)
- 4.59B [Translation of Co-Sale Agreement, dated as of January 20, 2020, among Long De Cheng Zhang \(Tianjin\) Investment Management Center, Long De Holdings \(Hong Kong\) Co., Limited and our Company \(incorporated by reference Exhibit 4.59B to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2019 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2020\).](#)
- 4.59C [Translation of Share Purchase Agreement, dated as of August 7, 2020, between Run Liang Tai Management Limited and our Company \(incorporated by reference Exhibit 4.59C to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- 4.60 [Fread Limited's Restricted Share Unit Scheme adopted in March 2018 \(incorporated by reference Exhibit 4.57 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2018 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 26, 2019\).](#)
- 4.61 [Translation of Equity Transfer Agreement, dated as of May 18, 2020, among Shenzhen Shenghuayu Energy Conservation Service Co., Ltd., Beijing Yitian Xindong Network Technology Co., Ltd. and Chenhuan \(incorporated by reference Exhibit 4.61 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)

- 4.62 [Translation of the Supplementary Agreement No.2 of the Trademark License Agreement, dated as of November 26, 2020, between Phoenix Satellite Television Trademark Limited and Yifeng Lianhe \(Beijing\) Technology Co.,Ltd. \(incorporated by reference Exhibit 4.62 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- 4.63 [Translation of the Supplementary Agreement No.6 to the Trademark License Agreement, dated as of November 26, 2020, between Phoenix Satellite Television Trademark Limited and Beijing Tianying Jiuzhou Network Technology Co., Ltd. \(incorporated by reference Exhibit 4.63 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- 4.64 [Translation of the Termination Agreement, dated as of March 1,2021, between Fenghuang On-line and Yifeng Lianhe and its shareholders \(incorporated by reference Exhibit 4.64 to our Annual Report on Form 20-F for the Fiscal Year Ended December 31, 2020 \(File No. 001-35158\), initially filed with the Securities and Exchange Commission on April 28, 2021\).](#)
- \*4.65 [Translation of Program Resource License and Cooperation Agreement between Phoenix Satellite Television Company Limited and Beijing Tianying Jiuzhou Network Technology Co., Ltd., dated August 24, 2021.](#)
- \*4.66 [Translation of the Termination Agreement, dated as of May 7,2021, between Qieyiyou and Chenhuan and its shareholders.](#)
- \*8.1 [List of Subsidiaries](#)
- 11.1 [Code of Business conduct and Ethics of the Registrant \(incorporated by reference Exhibit 99.1 to our Registration Statement on Form F-1 \(File No. 333-173666\), initially filed with the Securities and Exchange Commission on April 21, 2011\).](#)
- \*12.1 [Certification of our Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- \*12.2 [Certification of our Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- \*13.1 [Certification of our Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- \*13.2 [Certification of our Chief Financial Officer pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- \*15.1 [Consent of Independent Registered Public Accounting Firm](#)
- \*15.2 [Consent of Zhong Lun Law Firm](#)
- 101.INS Inline XBRL Instance Document. \*
- 101.SCH Inline XBRL Taxonomy Extension Schema Document. \*
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document. \*
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document. \*
- 101.LAB Inline XBRL Taxonomy Extension Labels Linkbase Document. \*
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document. \*
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document). \*

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\* Filed herewith

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Phoenix New Media Limited

By: /s/ Edward Lu

Name: Edward Lu

Title: Chief Financial Officer

Date: April 28, 2022

Phoenix New Media Limited

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Phoenix New Media Limited

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Phoenix New Media Limited and its subsidiaries (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of comprehensive income /(loss), of shareholders’ equity and of cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

### ***Change in Accounting Principle***

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for credit losses on certain financial instruments in 2020.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### *Allowance for Credit Losses on Accounts Receivable*

As described in Notes 2 and 6 to the consolidated financial statements, as of December 31, 2021, the gross balance of accounts receivable was RMB799.4 million, against which an allowance for credit losses of RMB360.7 million was provided. The allowance is management's estimate of expected credit losses based on historical collection activity, current business environment and forecasts of future macroeconomic conditions that may affect the customers' ability to pay. Management estimated the allowance by segmenting accounts receivable into groups based on certain credit risk characteristics and determining an expected loss rate for each group based on historical loss experience adjusted for judgments about the effects of relevant observable data including default rates, lifetime for debt recovery, current and future economic conditions.

The principal considerations for our determination that performing procedures relating to the allowance for credit losses on accounts receivable is a critical audit matter are the significant judgment made by management in estimating the allowance for credit loss. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence obtained relating to management's judgments about the effects of relevant observable data including default rates, lifetime for debt recovery, current and future economic conditions. The audit effort also included the involvement of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's estimate of the allowance for credit losses. These procedures also included, among others, (i) evaluating the appropriateness of the model and methodology; (ii) testing the completeness, accuracy and relevance of underlying data used in the model; and (iii) evaluating the reasonableness of significant judgments made by management related to default rates, lifetime for debt recovery, current and future economic conditions. Professionals with specialized skill and knowledge were also used to assist in evaluating the appropriateness of the model, methodology and management's significant judgements.

#### *Equity investments in limited partnerships accounted for under equity method*

As described in Notes 2 and 11 to the consolidated financial statements, as of December 31, 2021, the Company held investments in limited partnerships with total carrying value of RMB60.2 million. The two limited partnerships mainly engage in private equity investments. The investments in the limited partnerships are accounted for under equity method. The Company adjusted the carrying value of equity method investments for its share of the income or losses of the limited partnerships. The income or losses of the limited partnerships were mainly attributable by the estimated fair value change of the underlying investments held by the limited partnerships. The Company recognized its share of income from these investments of RMB0.4 million for the year ended December 31, 2021.

The principal considerations for our determination that performing procedures relating to the equity investments in limited partnerships accounted for under equity method is a critical audit matter are the significant judgment made by management in recognizing the Company's share of income or losses of the limited partnerships. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating the reasonableness of the Company's share of income or losses of the limited partnerships.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's accounting of equity investments in limited partnerships. These procedures also included, among others, testing management's recognition of the Company's share of income or losses of the limited partnerships through evaluation of the limited partnerships' financial statements, and, on a sample basis, testing the reasonableness of the estimated fair value change of the limited partnerships' underlying investments by assessing the methods used to value the underlying investments, the current performance and development

of the underlying investments, and other relevant market information.

/s/PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
April 28, 2022

We have served as the Company's auditor since 2010.

**Phoenix New Media Limited**  
**Consolidated Balance Sheets**  
(Amounts in thousands, except for number of shares and per share data)

	As of December 31,	
	2020 RMB	2021 RMB
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	357,796	188,980
Term deposits and short term investments	1,280,033	1,309,028
Restricted cash	31,039	15,618
Accounts receivable, net	675,616	456,935
Amounts due from related parties	32,587	57,079
Prepayments and other current assets	42,846	49,363
<b>Total current assets</b>	<b>2,419,917</b>	<b>2,077,003</b>
<b>Non-current assets:</b>		
Property and equipment, net	62,649	29,051
Intangible assets, net	12,396	22,495
Available-for-sale debt investments	36,662	29,401
Equity investments, net	94,821	111,128
Deferred income tax assets, net	86,867	92,189
Operating lease right-of-use assets, net	49,487	41,361
Other non-current assets	9,753	3,218
<b>Total non-current assets</b>	<b>352,635</b>	<b>328,843</b>
<b>Total assets</b>	<b>2,772,552</b>	<b>2,405,846</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b> (including amounts of the consolidated VIEs, excluding intercompany amounts, without recourse to the Company of RMB493,389 and RMB345,561 as of December 31, 2020 and 2021, respectively. Note 1) :		
Accounts payable	221,203	217,172
Amounts due to related parties	34,420	34,735
Advances from customers	38,835	33,461
Taxes payable	402,610	412,776
Salary and welfare payable	156,599	119,812
Accrued expenses and other current liabilities	172,376	123,243
Operating lease liabilities	36,370	25,780
<b>Total current liabilities</b>	<b>1,062,413</b>	<b>966,979</b>
<b>Non-current liabilities</b> (including amounts of the consolidated VIEs, excluding intercompany amounts, without recourse to the Company of RMB43,190 and RMB32,169 as of December 31, 2020 and 2021, respectively. Note 1) :		
Deferred tax liabilities	1,312	1,312
Long-term liabilities	28,182	28,330
Operating lease liabilities	16,672	20,070
<b>Total non-current liabilities</b>	<b>46,166</b>	<b>49,712</b>
<b>Total liabilities</b>	<b>1,108,579</b>	<b>1,016,691</b>
<b>Commitments and contingencies (Note 22)</b>		
<b>Shareholders' equity:</b>		
<b>Phoenix New Media Limited shareholders' equity:</b>		
Class A ordinary shares (US\$0.01 par value, 680,000,000 shares authorized; 264,998,965 and 264,998,965 shares issued and outstanding as of December 31, 2020 and 2021, respectively)	17,499	17,499
Class B ordinary shares (US\$0.01 par value, 320,000,000 shares authorized; 317,325,360 and 317,325,360 shares issued and outstanding as of December 31, 2020 and 2021, respectively)	22,053	22,053
Additional paid-in capital	1,620,580	1,629,014
Statutory reserves	92,017	98,482
Accumulated deficits	(88,191)	(300,357)
Accumulated other comprehensive loss	(28,214)	(39,308)
<b>Total Phoenix New Media Limited shareholders' equity</b>	<b>1,635,744</b>	<b>1,427,383</b>
<b>Noncontrolling interests</b>	<b>28,229</b>	<b>(38,228)</b>
<b>Total shareholders' equity</b>	<b>1,663,973</b>	<b>1,389,155</b>
<b>Total liabilities and shareholders' equity</b>	<b>2,772,552</b>	<b>2,405,846</b>

The accompanying notes are an integral part of these consolidated financial statements.



**Phoenix New Media Limited**  
**Consolidated Statements of Comprehensive Income/(Loss)**  
(Amounts in thousands, except for number of shares and per share (or ADS) data)

	For the Years Ended December 31,		
	2019 RMB	2020 RMB	2021 RMB
<b>Revenues (1) :</b>			
Net advertising revenues	1,194,761	1,113,017	930,025
Paid services revenues	133,020	95,828	100,306
<b>Total revenues</b>	<b>1,327,781</b>	<b>1,208,845</b>	<b>1,030,331</b>
<b>Cost of revenues (1)</b>	<b>(683,330)</b>	<b>(559,286)</b>	<b>(597,397)</b>
<b>Gross profit</b>	<b>644,451</b>	<b>649,559</b>	<b>432,934</b>
<b>Operating expenses (1) :</b>			
Sales and marketing expenses	(541,772)	(279,429)	(276,254)
General and administrative expenses	(242,047)	(277,931)	(334,189)
Technology and product development expenses	(216,741)	(171,989)	(158,586)
Impairment of goodwill	—	(22,786)	—
<b>Total operating expenses</b>	<b>(1,000,560)</b>	<b>(752,135)</b>	<b>(769,029)</b>
<b>Loss from operations</b>	<b>(356,109)</b>	<b>(102,576)</b>	<b>(336,095)</b>
<b>Other income/(loss):</b>			
Interest income, net	22,721	35,421	47,304
Foreign currency exchange gain	7,892	5,494	8,612
(Loss)/income from equity method investments, net of impairment	(3,447)	5,598	401
Fair value changes in investments, net	—	—	1,906
Impairment of available-for-sale debt investments	—	(2,000)	—
Gain on disposal of available-for-sale debt investments	1,001,181	477,254	—
Changes in fair value of loan related to co-sale of Particle shares	—	(24,535)	—
Changes in fair value of forward contract in relation to disposal of investments in Particle	4,441	16,085	—
Others, net	15,031	35,881	25,387
<b>Income/(loss) before tax from continuing operations</b>	<b>691,710</b>	<b>446,622</b>	<b>(252,485)</b>
Income tax expense	(21,950)	(18,977)	(20,581)
<b>Net income/(loss) from continuing operations</b>	<b>669,760</b>	<b>427,645</b>	<b>(273,066)</b>
<b>Net income/(loss) from discontinued operations, net of income taxes</b>	<b>54,242</b>	<b>(62,366)</b>	<b>—</b>
<b>Net income/(loss)</b>	<b>724,002</b>	<b>365,279</b>	<b>(273,066)</b>
Net (income)/loss from continuing operations attributable to noncontrolling interests	(5,564)	(9,669)	67,365
Net loss from discontinued operations attributable to noncontrolling interests	9,391	24,759	—
<b>Net loss attributable to noncontrolling interests</b>	<b>3,827</b>	<b>15,090</b>	<b>67,365</b>
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	417,976	(205,701)
Net income/(loss) from discontinued operations attributable to Phoenix New Media Limited	63,633	(37,607)	—
<b>Net income/(loss) attributable to Phoenix New Media Limited</b>	<b>727,829</b>	<b>380,369</b>	<b>(205,701)</b>
<b>Net income/(loss)</b>	<b>724,002</b>	<b>365,279</b>	<b>(273,066)</b>
Other comprehensive income/(loss) (net of tax of RMB196,617, RMB(98,456) and nil for the years ended December 31, 2019, 2020 and 2021, respectively): fair value remeasurement for available-for-sale debt investments	1,188,762	(887,248)	(6,611)
Other comprehensive loss (net of tax of RMB142,574, RMB96,606 and nil for the years ended December 31, 2019, 2020 and 2021, respectively): reclassification adjustment for disposal of available-for-sale debt investments	(1,008,795)	(491,197)	—
Other comprehensive income/(loss) (net of nil tax for all years): foreign currency translation adjustment	37,483	(55,577)	(4,483)
<b>Comprehensive income/(loss)</b>	<b>941,452</b>	<b>(1,068,743)</b>	<b>(284,160)</b>
Comprehensive loss attributable to noncontrolling interests	3,827	15,090	67,365
<b>Comprehensive income/(loss) attributable to Phoenix New Media Limited</b>	<b>945,279</b>	<b>(1,053,653)</b>	<b>(216,795)</b>
<b>Net income/(loss) attributable to Phoenix New Media Limited</b>	<b>727,829</b>	<b>380,369</b>	<b>(205,701)</b>
<b>Basic net income/(loss) per Class A and Class B ordinary share:</b>			
-Continuing operations	1.14	0.72	(0.35)
-Discontinued operations	0.11	(0.07)	—
<b>Basic net income/(loss) per Class A and Class B ordinary share</b>	<b>1.25</b>	<b>0.65</b>	<b>(0.35)</b>
<b>Diluted net income/(loss) per Class A and Class B ordinary share:</b>			
-Continuing operations	1.14	0.72	(0.35)

-Discontinued operations	0.11	(0.07)	—
<b>Diluted net income/(loss) per Class A and Class B ordinary share</b>	<b>1.25</b>	<b>0.65</b>	<b>(0.35)</b>
<b>Basic income/(loss) per ADS (1 ADS represents 8 Class A ordinary shares):</b>			
-Continuing operations	9.13	5.74	(2.83)
-Discontinued operations	0.87	(0.51)	—
<b>Basic net income/(loss) per ADS (1 ADS represents 8 Class A ordinary shares)</b>	<b>10.00</b>	<b>5.23</b>	<b>(2.83)</b>
<b>Diluted net income/(loss) per ADS (1 ADS represents 8 Class A ordinary shares) :</b>			
-Continuing operations	9.13	5.74	(2.83)
-Discontinued operations	0.87	(0.51)	—
<b>Diluted net income/(loss) per ADS (1 ADS represents 8 Class A ordinary shares)</b>	<b>10.00</b>	<b>5.23</b>	<b>(2.83)</b>
Weighted average number of Class A and Class B ordinary shares used in computing net income/(loss) per share:			
Basic	582,275,800	582,324,325	582,324,325
Diluted	582,275,800	582,324,325	582,324,325

(1) Transactions with related parties included in revenues, cost of revenues and operating expenses are as follows (Note 23):

Net advertising revenues	50,700	37,639	28,629
Paid services revenues	61,690	30,950	29,959
Cost of revenues	(26,512)	(9,566)	(24,500)
Sales and marketing expenses	(4,157)	(2,692)	(2,465)
General and administrative expenses	(7,045)	(5,044)	(5,361)

The accompanying notes are an integral part of these consolidated financial statements.

**Phoenix New Media Limited**  
**Consolidated Statements of Shareholders' Equity**  
(Amounts in thousands, except for number of shares)

Phoenix New Media Limited Shareholders' Equity										
	Class A ordinary shares		Class B ordinary shares		Additional paid-in capital	Statutory reserves	Retained earnings/ (accumulated deficits)	Accumulated other comprehensive income/(loss)	Noncontrolling interests	Total shareholders' equity
	Shares	Amount RMB	Shares	Amount RMB						
<b>Balance as of January 1, 2019</b>	<b>264,824,592</b>	<b>17,487</b>	<b>317,325,360</b>	<b>22,053</b>	<b>1,604,588</b>	<b>87,620</b>	<b>159,621</b>	<b>1,188,358</b>	<b>310,634</b>	<b>3,390,361</b>
Share-based compensation	—	—	—	—	8,041	—	—	—	12,180	20,221
Issuance of ordinary shares upon settlement of share-based awards	174,373	12	—	—	499	—	—	—	—	511
Appropriation to statutory reserves	—	—	—	—	—	963	(963)	—	—	—
Fair value changes of available-for-sale debt investments, net of tax	—	—	—	—	—	—	—	1,188,762	—	1,188,762
Reclassification adjustment for disposal of available-for-sale debt investments, net of tax	—	—	—	—	—	—	—	(1,008,795)	—	(1,008,795)
Foreign currency translation adjustment	—	—	—	—	—	—	—	37,483	—	37,483
Acquisition of a noncontrolling interest in a subsidiary	—	—	—	—	(1,644)	—	—	—	(124,245)	(125,889)
Acquisition of a subsidiary	—	—	—	—	—	—	—	—	18,522	18,522
Dividends declared and paid	—	—	—	—	—	—	(700,163)	—	—	(700,163)
Net income	—	—	—	—	—	—	727,829	—	(3,827)	724,002
<b>Balance as of December 31, 2019</b>	<b>264,998,965</b>	<b>17,499</b>	<b>317,325,360</b>	<b>22,053</b>	<b>1,611,484</b>	<b>88,583</b>	<b>186,324</b>	<b>1,405,808</b>	<b>213,264</b>	<b>3,545,015</b>
Share-based compensation	—	—	—	—	9,096	—	—	—	287	9,383
Appropriation to statutory reserves	—	—	—	—	—	3,434	(3,434)	—	—	—
Fair value changes of available-for-sale debt investments, net of tax	—	—	—	—	—	—	—	(887,248)	—	(887,248)
Reclassification adjustment for disposal of available-for-sale debt investments, net of tax	—	—	—	—	—	—	—	(491,197)	—	(491,197)
Foreign currency translation adjustment	—	—	—	—	—	—	—	(55,577)	—	(55,577)
Capital contribution received from noncontrolling shareholders	—	—	—	—	—	—	—	—	1,600	1,600
Disposal of a subsidiary	—	—	—	—	—	—	—	—	(169,339)	(169,339)
Dividends declared and paid	—	—	—	—	—	—	(653,501)	—	(442)	(653,943)
Net income	—	—	—	—	—	—	380,369	—	(15,090)	365,279
Cumulative effect of initially applying ASC 326	—	—	—	—	—	—	2,051	—	(2,051)	—
<b>Balance as of December 31, 2020</b>	<b>264,998,965</b>	<b>17,499</b>	<b>317,325,360</b>	<b>22,053</b>	<b>1,620,580</b>	<b>92,017</b>	<b>(88,191)</b>	<b>(28,214)</b>	<b>28,229</b>	<b>1,663,973</b>
Share-based compensation	—	—	—	—	8,434	—	—	—	1,148	9,582
Appropriation to statutory reserves	—	—	—	—	—	6,465	(6,465)	—	—	—
Fair value changes of available-for-sale debt investments, net of tax	—	—	—	—	—	—	—	(6,611)	—	(6,611)
Foreign currency translation adjustment	—	—	—	—	—	—	—	(4,483)	—	(4,483)
Dividends declared and paid	—	—	—	—	—	—	—	—	(240)	(240)
Net loss	—	—	—	—	—	—	(205,701)	—	(67,365)	(273,066)
<b>Balance as of December 31, 2021</b>	<b>264,998,965</b>	<b>17,499</b>	<b>317,325,360</b>	<b>22,053</b>	<b>1,629,014</b>	<b>98,482</b>	<b>(300,357)</b>	<b>(39,308)</b>	<b>(38,228)</b>	<b>1,389,155</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Phoenix New Media Limited**  
**Consolidated Statements of Cash Flows**  
**(Amounts in thousands)**

	For the Years Ended December 31,		
	2019	2020	2021
	RMB	RMB	RMB
<b>Cash flows from operating activities:</b>			
<b>Net income/(loss)</b>	724,002	365,279	(273,066)
<b>Net (income)/loss from discontinued operations, net of income taxes</b>	(54,242)	62,366	—
Adjustments to reconcile net income/(loss) to net cash provided by/(used in) operating activities:			
Share-based compensation	11,859	9,383	9,582
Provision for allowance for credit losses, including related party amounts of RMB(2,336), RMB3,344 and RMB1,000 for the years ended December 31, 2019, 2020 and 2021, respectively	39,952	75,840	186,520
Depreciation and amortization expense	49,556	38,930	28,503
Amortization of the right-of-use assets	33,809	39,981	37,549
Impairment of intangible assets	—	10,572	369
Loss/(income) from equity method investments, net of impairment	3,447	(5,598)	(401)
Fair value changes in investments, net	—	—	(1,906)
Impairment of available-for-sale debt investments	—	2,000	—
Deferred tax benefit	(1,269)	(13,179)	(5,322)
(Gain)/loss on disposal of property and equipment	(216)	(1,642)	1,107
Gain on disposal of available-for-sale debt investments	(1,001,181)	(477,254)	—
Impairment of goodwill	—	22,786	—
Changes in fair value of loan related to co-sale of Particle shares	—	24,535	—
Changes in fair value of forward contract in relation to disposal of investments in Particle	(4,441)	(16,085)	—
Foreign currency exchange gain	(7,892)	(5,494)	(8,612)
Changes in operating assets and liabilities, net of effects of acquisition:			
Accounts receivable	(73,932)	(149,780)	33,161
Prepayments and other current assets	38,364	15,576	(8,285)
Amounts due from related parties	36,911	20,721	(25,492)
Other non-current assets	(98)	10,106	6,535
Accounts payable	(53,166)	(27,719)	(9,083)
Advances from customers	(7,341)	(7,337)	(5,374)
Salary and welfare payable	15,691	(1,185)	(36,787)
Taxes payable	15,735	20,778	10,166
Amounts due to related parties	15,437	265	315
Accrued expenses and other current liabilities	(123,338)	(78,031)	(45,834)
Long-term liabilities	(29,032)	(39,109)	(36,467)
<b>Net cash used in continuing operating activities</b>	<b>(371,385)</b>	<b>(103,295)</b>	<b>(142,822)</b>
<b>Net cash provided by discontinued operating activities</b>	<b>41,080</b>	<b>186</b>	<b>—</b>
<b>Net cash used in operating activities</b>	<b>(330,305)</b>	<b>(103,109)</b>	<b>(142,822)</b>
<b>Cash flows from investing activities:</b>			
Purchase of property and equipment and intangible assets	(57,885)	(12,090)	(16,833)
Placement of term deposits and short term investments	(9,175,619)	(6,456,943)	(5,839,637)
Maturity of term deposits and short term investments	8,844,241	6,404,429	5,810,436
Payment for the equity investment	(6,500)	(82,000)	(14,000)
Loans provided to a third party related to co-sale of Particle shares	—	(68,867)	—
Net proceeds from disposal of available-for-sale debt investments	1,403,046	695,937	—
Deposits received from proposed buyers of investments in Particle	357,974	—	—
Cash acquired from acquisition of a subsidiary, net of cash acquired	175,489	—	—
Proceeds from disposal of property and equipment and intangible assets	—	—	17,381
<b>Net cash provided by/(used in) continuing investing activities</b>	<b>1,540,746</b>	<b>480,466</b>	<b>(42,653)</b>
<b>Net cash (used in)/provided by discontinued investing activities</b>	<b>(80,352)</b>	<b>265,753</b>	<b>—</b>
<b>Net cash provided by/(used in) investing activities</b>	<b>1,460,394</b>	<b>746,219</b>	<b>(42,653)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from exercise of stock options	511	—	—
Repayment of loan from a noncontrolling shareholder	—	(7,630)	—
Repayment of short-term bank loans	(267,886)	—	—
Dividends paid to shareholders	(703,145)	(645,244)	(3,540)
Cash received from discount of notes receivable	—	11,612	—
Capital injection from noncontrolling shareholders	—	1,600	—
<b>Net cash used in continuing financing activities</b>	<b>(970,520)</b>	<b>(639,662)</b>	<b>(3,540)</b>
<b>Net cash used in discontinued financing activities</b>	<b>(144,100)</b>	<b>—</b>	<b>—</b>
<b>Net cash used in financing activities</b>	<b>(1,114,620)</b>	<b>(639,662)</b>	<b>(3,540)</b>
<b>Effect of exchange rate changes on cash, cash equivalents and restricted cash</b>	<b>(35,191)</b>	<b>(38,563)</b>	<b>4,778</b>
<b>Cash, cash equivalents and restricted cash of discontinued operations</b>	<b>(33,916)</b>	<b>46,840</b>	<b>—</b>
<b>Net decrease in cash, cash equivalents and restricted cash</b>	<b>(19,722)</b>	<b>(35,115)</b>	<b>(184,237)</b>
<b>Cash, cash equivalents and restricted cash at the beginning of the year</b>	<b>430,748</b>	<b>377,110</b>	<b>388,835</b>
<b>Including:</b>			
Cash and cash equivalents at the beginning of the year	161,100	310,876	357,796
Restricted cash at the beginning of the year	269,648	66,234	31,039
<b>Cash, cash equivalents and restricted cash at the end of the year</b>	<b>377,110</b>	<b>388,835</b>	<b>204,598</b>
<b>Including:</b>			
Cash and cash equivalents at the end of the year	310,876	357,796	188,980
Restricted cash at the end of the year	66,234	31,039	15,618
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the period for income taxes	1,083	1,688	1,012
Cash paid during the period for interest expenses	4,026	1,112	—
<b>Supplemental disclosure of non-cash investing activities:</b>			
Acquisition of available-for-sale debt investments from pledge of an interest-free loan	—	42,135	—
Acquisition of available-for-sale debt investments from a series of debt restructuring transaction and share exchange transaction	—	5,980	—

The accompanying notes are an integral part of these consolidated financial statements.

## 1. Organization and Principal Activities

Phoenix New Media Limited (“PNM”, or the “Company”) was incorporated in the Cayman Islands on November 22, 2007 by Phoenix Satellite Television (B.V.I.) Holding Limited (the “Parent”), a subsidiary of Phoenix Media Investment (Holdings) Limited (“Phoenix TV”). Phoenix TV, its subsidiaries and variable interest entities (“VIEs”) excluding the Group are collectively referred to as the Phoenix TV Group. As of December 31, 2021, the Company had twelve subsidiaries, three VIEs and eighteen subsidiaries of VIEs. The Company, its subsidiaries, VIEs and subsidiaries of the VIEs are hereinafter collectively referred to as the “Group”. The Group generates revenues from providing advertising services and paid services, which include paid contents, E-commerce and others. While the Group’s VIEs hold certain licenses and approvals to operate Internet-related businesses in the People’s Republic of China (“China” or the “PRC”), they are also in the process of applying for certain licenses for the operations of their businesses, including an Internet audio-visual program transmission license and an Internet news license.

Major subsidiaries, VIEs and the subsidiaries of the VIEs as of December 31, 2021 are set out below:

Name	Place of Incorporation	Date of Incorporation	Percentage of Direct or Indirect Economic Ownership	Principal Activity
<b>Direct subsidiaries:</b>				
Phoenix Satellite Television Information Limited	British Virgin Islands (“BVI”)	September 1, 1999	100%	Investment holding
Phoenix New Media (Hong Kong) Company Limited	Hong Kong	February 24, 2011	100%	Advertising
Phoenix New Media (Hong Kong) Information Technology Company Limited	Hong Kong	April 22, 2014	100%	Investment holding
Fread Limited	Cayman Island	May 20, 2014	100%	Investment holding
<b>Indirect subsidiaries:</b>				
Fenghuang On-line (Beijing) Information Technology Co., Ltd. (“Fenghuang On-line”)	PRC	December 20, 2005	100%	Technical consulting
Beijing Fenghuang Yutian Software Technology Co., Ltd. (“Fenghuang Yutian”)	PRC	June 15, 2012	100%	Software development
Fenghuang Feiyang (Beijing) New Media Information Technology Co., Ltd. (“Fenghuang Feiyang”)	PRC	October 25, 2013	100%	Advertising
I Game (Hong Kong) Company Limited	Hong Kong	June 10, 2014	100%	Paid services
Beijing Fenghuang Borui Software Technology Co., Ltd. (“Fenghuang Borui”)	PRC	October 13, 2014	100%	Software development
Qieyiyou (Beijing) Information Technology Co., Ltd. (“Qieyiyou”)	PRC	November 28, 2014	100%	Paid services
Tianjin Fengying Hongda Culture Communication Co., Ltd. (“Fengying Hongda”)	PRC	March 13, 2017	100%	Advertising
<b>VIEs:</b>				
Beijing Tianying Jiuzhou Network Technology Co., Ltd. (“Tianying Jiuzhou”)	PRC	April 18, 2000	100%	Advertising and paid services
Beijing Fenghuang Ronghe Investment Co., Ltd. (“Fenghuang Ronghe”)	PRC	September 18, 2015	100%	Investment holding
Beijing Chenhuan Technology Co., Ltd. (“Chenhuan”)	PRC	June 10, 2014	100%	Paid services
<b>Subsidiaries of VIEs:</b>				
Beijing Tianying Chuangzhi Advertising Co., Ltd. (“Tianying Chuangzhi”)	PRC	February 8, 2010	100%	Advertising
Beijing Fengyu Network Technology Co., Ltd. (“Fengyu Network”)	PRC	June 1, 2012	100%	Paid services
Yifeng Lianhe (Beijing) Technology Co., Ltd. (“Yifeng Lianhe”)	PRC	June 16, 2006	100%	Paid services
Beijing Fenghuang Tianbo Network Technology Co., Ltd. (“Tianbo”)	PRC	May 31, 2013	50%	Advertising

In order to comply with Chinese laws and regulations that prohibit or restrict foreign ownership of companies that operate Internet content and advertising businesses, a series of agreements (the “Contractual Agreements”) were entered into among Fenghuang On-line, Tianying Jiuzhou, Yifeng Lianhe and their legal shareholders in 2009, and among Qieyiyou, Chenhuan, and their legal shareholders in 2015. In March 2021, shareholders of Yifeng Lianhe transferred all of their equity interests in Yifeng Lianhe to Fenghuang Ronghe, and Yifeng Lianhe became a wholly owned subsidiary of Fenghuang Ronghe. Fenghuang On-line terminated the contractual agreements with Yifeng Lianhe and then entered into a series of new contractual arrangements with Fenghuang Ronghe. The contractual arrangements with Fenghuang Ronghe and their respective shareholders allow the Group to effectively control Fenghuang Ronghe (and indirectly control Yifeng Lianhe) and to derive substantially all of the economic benefits from them.

Through the aforementioned activities, Tianying Jiuzhou, Fenghuang Ronghe and Chenhuan, are considered as VIEs in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). Fenghuang On-line and Qieyiyou are entitled to substantially all the economic risks and rewards associated with the VIEs, and are the primary beneficiaries of the VIEs, respectively.

## 1. Organization and Principal Activities (Continued)

### Voting Right Entrustment Agreements

Pursuant to the voting right entrustment agreements among the VIEs, their legal shareholders and Fenghuang On-line or Qieyiyou, each legal shareholder of the VIEs agreed to grant a person designated by Fenghuang On-line or Qieyiyou the right to

exercise their rights as shareholders, including all voting rights, as well as rights to attend and propose the convening of shareholder meetings. Unless otherwise required by law, the voting right entrustment agreements will remain in effect indefinitely unless both parties agree to terminate the agreements in writing, or unless the Fenghuang On-line or Qieyiyou decide in their discretion to terminate the relevant agreements.

#### ***Exclusive Equity Option Agreements***

Under the exclusive equity option agreements among the VIEs, their legal shareholders and Fenghuang On-line or Qieyiyou, legal shareholders of the VIEs irrevocably granted Fenghuang On-line or Qieyiyou or their designated person an irrevocable, unconditional and exclusive option to purchase, to the extent permitted by applicable PRC laws, all of the equity interest in the VIEs from the legal shareholders. The purchase price for the entire equity interest is to be calculated based on the paid-up amount of the relevant equity interest or the minimum price permitted by applicable PRC laws. The exclusive equity option agreements will remain in effect until all of the equity interest in the VIEs has been duly transferred to Fenghuang On-line or Qieyiyou or their designated representatives.

#### ***Loan Agreements***

Pursuant to the loan agreements among Fenghuang On-line or Qieyiyou, and legal shareholders of their VIEs, Fenghuang On-line or Qieyiyou granted interest-free loans to the legal shareholders of the VIEs for an amount that is equal to their respective capital contribution in the VIEs. The loans can be repaid only with proceeds from the sale of all of the respective shareholder's equity interest in the applicable VIE to Fenghuang On-line or Qieyiyou, or their designated representatives pursuant to the applicable exclusive equity option agreements. The term of each loan is ten years, and may be extended upon mutual agreements of the parties. On December 31, 2019, Tianying Jiuzhou and Fenghuang On-line entered into a supplemental agreement to extend the loan for a term of ten years upon expiration of the original loan agreement on the same day.

#### ***Equity Pledge Agreements***

Under the equity pledge agreements among the VIEs, their legal shareholders and Fenghuang On-line or Qieyiyou, the legal shareholders of the VIEs have pledged their equity interests in the VIEs to Fenghuang On-line or Qieyiyou to secure the performance of the obligations of the VIEs and their legal shareholders under the applicable exclusive technical licensing and services agreements, voting right entrustment agreements, exclusive equity option agreements and loan agreements. The equity pledge agreements will remain in effect until the secured obligations have been fully performed by the VIEs or released by Fenghuang On-line or Qieyiyou.

#### ***Exclusive Technical Licensing and Service Agreements***

Under the exclusive technical licensing and service agreements between Fenghuang On-line or Qieyiyou and each of the VIEs, Fenghuang On-line or Qieyiyou has the exclusive right to provide technical and consulting services to their respective VIEs. The VIEs have agreed to pay a service fee to Fenghuang On-line or Qieyiyou equal to a certain percentage of their respective annual revenues plus a special service fee for certain services rendered by Fenghuang On-line or Qieyiyou at the request of the VIEs. The technical service agreements also transfer all of the economic benefit of intellectual property created by the VIEs to Fenghuang On-line or Qieyiyou. Each exclusive technical services agreement will remain in effect indefinitely and can be terminated only by Fenghuang On-line or Qieyiyou unless otherwise required by law.

The Group has evaluated the relationship among the Company, Fenghuang On-line or Qieyiyou and the VIEs in accordance with U.S. GAAP. Pursuant to the voting right entrustment agreements, the Company has obtained power, as granted by the legal shareholders by the applicable PRC law and under the articles of association of the VIEs, to direct all significant activities of the VIEs, which include but are not limited to budgeting, financing, and making other strategic and operational decisions, and will significantly impact the VIEs' economic performance. Pursuant to the exclusive technical licensing and service agreements and other agreements, the Company has the right to receive benefits of the VIEs in the form of technical service fees, which could potentially be significant to the VIEs' net income. In addition, the Company has the right to receive all the residual assets of the VIEs through exercise of the exclusive equity option agreements. As a result, the Company, through Fenghuang On-line and Qieyiyou, is considered the primary beneficiary of the VIEs and therefore includes the VIEs' assets, liabilities and operating results in its consolidated financial statements.

## **1. Organization and Principal Activities (Continued)**

### ***Risks in relation to the VIE structure***

The Company is not an operating company in China but a Cayman Islands holding company, which has no equity ownership in its VIEs, with operations primarily conducted by its PRC subsidiaries and through contractual arrangements with its VIEs based in China. The Company operates part businesses in China through the VIEs, and rely on contractual arrangements among its PRC subsidiaries, the VIEs and their respective shareholders to control the business operations of the VIEs. Revenue contributed by the VIEs and subsidiaries of the VIEs accounted for 48.3%, 42.2% and 44.7% of the Group's total revenues for the years ended December 31, 2019, 2020 and 2021, respectively.

The Group's corporate structure is subject to risks associated with its contractual arrangements with the VIEs. Investors may never directly hold equity interests in the VIEs. It is possible that the Group's operation of certain of its operations and businesses through VIEs could be found by PRC authorities to be in violation of PRC law and regulations prohibiting or restricting foreign ownership of companies that engage in such operations and businesses, or if these regulations or their interpretations change in the future, the Group could be subject to severe penalties, forced to relinquish its interests in those operations or required to restructure its ownership structure or operations, including terminating the contractual arrangements with the VIEs or deregistering the equity pledge of the VIEs, which in turn would affect its ability to consolidate, derive economic interests from, or exert effective control over the VIEs and thus have a material effect on its operations and result in the value of its ADSs diminishing substantially.

Under the Contractual Agreements with the VIEs, the Company has the power to direct the activities of all the VIEs and subsidiaries of the VIEs, and can have assets transferred out of the VIEs and subsidiaries of the VIEs. Therefore, the Company considers itself the ultimate primary beneficiary of the VIEs and there is no asset of the VIEs that can only be used to settle obligations of the VIEs and subsidiaries of the VIEs, except for registered capital and PRC statutory reserves of the VIEs and subsidiaries of the VIEs amounting to RMB25.6 million as of December 31, 2021. As all the VIEs and subsidiaries of the VIEs are incorporated as limited liability companies under the PRC Company Law, the creditors of the VIEs and subsidiaries of the VIEs do not have recourse to the general credit of the Company. The amounts of the consolidated VIEs' current liabilities without recourse to the Company disclosed on the face of the consolidated balance sheets have excluded the amounts due to inter-company entities. There is currently no contractual arrangement that would require the Company to provide additional financial support to the VIEs. However, as the Company is conducting certain businesses through its VIEs and subsidiaries of the VIEs, the Company may provide such support on a discretionary basis in the future, which could expose the Company to a loss.

**1. Organization and Principal Activities (Continued)**

The following tables set forth the summarized assets, liabilities, results of operations and cash flows from continuing operations of the consolidated VIEs (in thousands):

	<b>As of December 31,</b>		
	<b>2020</b>	<b>2021</b>	
	<b>RMB</b>	<b>RMB</b>	
Cash and cash equivalents	96,422	41,856	41,856
Term deposits and short term investments	240,388	126,172	126,172
Accounts receivable, net	325,741	178,439	178,439
Amounts due from inter-company entities	31,900	104,215	104,215
Other current assets	75,275	80,014	80,014
<b>Current assets</b>	<b>769,726</b>	<b>530,696</b>	<b>530,696</b>
Equity investments, net	81,821	98,128	98,128
Deferred income tax assets, net	45,147	48,192	48,192
Operating lease right-of-use assets, net	20,642	18,520	18,520
Other non-current assets	28,521	24,860	24,860
<b>Non-current assets</b>	<b>176,131</b>	<b>189,700</b>	<b>189,700</b>
<b>Total assets</b>	<b>945,857</b>	<b>720,396</b>	<b>720,396</b>
Accounts payable	72,696	63,685	63,685
Amounts due to related parties	23,124	26,035	26,035
Amounts due to inter-company entities	577,512	673,246	673,246
Advances from customers	135,080	18,633	18,633
Taxes payable	81,180	88,212	88,212
Salary and welfare payable	59,943	61,082	61,082
Accrued expenses and other current liabilities	121,366	87,914	87,914
<b>Current liabilities</b>	<b>1,070,901</b>	<b>1,018,807</b>	<b>1,018,807</b>
<b>Non-current liabilities</b>	<b>43,190</b>	<b>32,169</b>	<b>32,169</b>
<b>Total liabilities</b>	<b>1,114,091</b>	<b>1,050,976</b>	<b>1,050,976</b>

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Revenues (1)	685,116	521,414	487,323
Net loss from continuing operations (2)	(231,365)	(52,834)	(153,574)
Net income/(loss) from discontinued operation	54,242	(62,366)	—

**Notes:**

- (1) For the years ended December 31, 2019, 2020 and 2021, the VIEs have incurred revenues of RMB43.4 million, RMB11.0 million and RMB27.0 million, respectively, derived from inter-company entities and the corresponding inter-company entities concurrently recognized same amounts as fees, which have been eliminated upon consolidation.
- (2) For the years ended December 31, 2019, 2020 and 2021, the VIEs have incurred costs of RMB43.3 million, RMB17.4 million and RMB16.8 million, respectively, related to technical services provided by the inter-company entities and the corresponding inter-company entities concurrently recognized same amounts as revenues, which have been eliminated upon consolidation.



## 1. Organization and Principal Activities (Continued)

### Revision of Previously Reported VIE Information

Certain information in the preceding table previously presented for the year ended December 31, 2020 in the 2020 Form 20-F has been revised. The amount previously reported as “net loss” of the VIEs for 2020 was the “net loss from continuing operations”, and the correct amount of “net loss from discontinued operations” is also added in but was not included in the table in prior year. It has been corrected by fully presenting the appropriate amounts in the preceding table. Previously reported net loss information for 2019 has been revised to conform to the current year presentation. There was no impact on any other reported information.

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Cash flow from operating activities :			
Net cash provided by/(used in) transactions with inter-company entities	72,975	55,402	(44,528)
Net cash used in transactions with third parties	(341,971)	(83,169)	(75,240)
<b>Net cash used in operating activities</b>	<b>(268,996)</b>	<b>(27,767)</b>	<b>(119,768)</b>
Cash flow from investing activities :			
Loans (paid to)/collected from inter-company entities	(60,000)	155,085	(12,523)
Other investing activities	270,049	(123,199)	93,034
<b>Net cash provided by investing activities</b>	<b>210,049</b>	<b>31,886</b>	<b>80,511</b>
Cash flow from financing activities :			
Investments from inter-company entities	—	—	400
Repatriation of capital to facilitate the reorganization	—	—	(10,000)
Proceeds from/(repayment of) loans from inter-company entities	368,399	(380,560)	(20,890)
Other financing activities	—	4,365	(240)
<b>Net cash provided by/(used in) financing activities</b>	<b>368,399</b>	<b>(376,195)</b>	<b>(30,730)</b>

As of December 31, 2021, there was no pledge or collateralization of the VIEs’ assets. Unrecognized revenue-producing assets that are held by the VIEs and subsidiaries of the VIEs mainly comprise of the Internet Content Provision License, the Online Culture Operating Permit, the Internet Publication License, the Permit for Production and Operation of Radio and TV Programs, the Value-added Telecommunications Business Operating License, trademark, and domain name. Recognized revenue-producing assets that are held by the VIEs and subsidiaries of the VIEs mainly comprise of property and equipment, licensed copyrights of reading content, and audio content. The balances and transactions of the consolidated VIEs disclosed above were reflected in the Company’s consolidated financial statements with inter-company transactions eliminated.

## 2. Principal Accounting Policies

### (a) Basis of presentation, principles of consolidation, and cost allocations

The consolidated financial statements include the financial statements of the Company, its subsidiaries, its VIEs and the subsidiaries of the VIEs. The consolidated financial statements have been prepared in accordance with U.S. GAAP and on a going concern basis. All significant transactions and balances among the Company, its subsidiaries, its VIEs and the subsidiaries of the VIEs have been eliminated upon consolidation. The Company consolidates the VIEs as required by Accounting Standards Codification (“ASC”) 810 *Consolidation*, because Fenghuang On-line and Qieyiyou hold all the variable interests of the VIEs and have been determined to be the primary beneficiaries of the VIEs (see Note 1).

## **2. Principal Accounting Policies (Continued)**

### **(a) Basis of presentation, principles of consolidation, and cost allocations (Continued)**

The Group and Phoenix TV Group have engaged in various mutual cooperation activities in content, branding, promotions, technical support and corporate management. After the expiration of a Program Resource License Agreements and a Program Text/Graphics Resource License Agreements, or the Agreements in May 2019, the Group entered into a supplemental agreement with Phoenix TV Group to extend the term of the Agreements to January 14, 2020. Subsequently, the Group entered into a program resource license and cooperation agreement with Phoenix TV Group on January 15, 2020, or the 2020 Program Resource License and Cooperation Agreement, to continue to use Phoenix TV Group's copyrighted video content. The annual license fees payable to Phoenix TV Group under the 2020 Program Resource License and Cooperation Agreement were RMB2.0 million plus 50% of the revenue generated from the use of the licensed program resource in excess of RMB2.0 million. The 2020 Program Resource License and Cooperation Agreement had a term of two years. In August 2021, the Group entered into a new program resource license and cooperation agreement, or the 2021 Program License Agreement, with Phoenix TV Group and terminated the 2020 Program Resource License and Cooperation Agreement. The 2021 Program License Agreement grants the Group exclusive right to broadcast copyrighted video content and the derived audio content from three television channels of Phoenix TV Group on the internet in Mainland China with such content also broadcasted on the three television channels of Phoenix TV Group and also the right to sublicense such contents. The annual fees payable to Phoenix TV Group by the Group for such content licenses will be RMB45.0 million and the 2021 Program License Agreement has a term of three years.

The Group and Phoenix TV Group entered into new trademark license agreements in December 2017, which became effective on December 8, 2017 and expired on December 7, 2020. In December 2020, the Group and Phoenix TV Group successfully renewed the terms of the new trademark license agreements to December 2023. The new trademark license agreements covered additional trademarks registered in various classes containing the double-phoenix logo together with the Chinese or English words of "Phoenix New Media" or "ifeng" and other variations, while retained the clause of the annual license fee payable to Phoenix TV Group is the greater of 2% of the annual revenues of Tianying Jiuzhou and Yifeng Lianhe or US\$100,000 for each company.

Apart from the above cooperation agreements, Phoenix TV Group also paid certain expenses on behalf of the Group, such as data line usage and other general and administrative expenses, which the Group needed to settle with Phoenix TV Group based on the actual amount, and were recorded in the consolidated statements of comprehensive income/(loss). The Group also earned and recorded advertising revenues from Phoenix TV Group by providing joint advertising campaign solutions together with Phoenix TV Group to Phoenix TV Group's advertisers or to the Group's advertisers, or from providing the advertising and promotion services directly to Phoenix TV Group by entering into advertising-for-advertising barter transactions.

### **(b) Use of estimates**

The preparation of the Group's consolidated financial statements in conformity with the U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from such estimates. The Group bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

### **(c) Business combinations and noncontrolling interests**

The Group accounts for its business combinations using the acquisition method of accounting in accordance with ASC 805 *Business Combinations*. The cost of an acquisition is measured as the aggregate of the acquisition date fair value of the assets transferred to the sellers and liabilities incurred by the Group and equity instruments issued as well as the contingent considerations as of the acquisition date. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total costs of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable tangible and intangible net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated statements of comprehensive income/(loss). During the measurement period, which can be up to one year from the acquisition date, the Group may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of comprehensive income/(loss).

## **2. Principal Accounting Policies (Continued)**

### **(c) Business combinations and noncontrolling interests (Continued)**

In a business combination achieved in stages, the Group re-measures the previously held equity interest in the acquiree immediately before obtaining control at its acquisition date fair value and the re-measurement gain or loss, if any, is recognized in the consolidated statements of comprehensive income/(loss).

When there is a change in ownership interests or a change in contractual arrangements that results in a loss of control of a subsidiary, the Group deconsolidates the subsidiary from the date control is lost. Any retained noncontrolling investment in the former subsidiary is measured at fair value and is included in the calculation of the gain or loss upon deconsolidation of the subsidiary.

For the Group's non-wholly owned subsidiaries, a noncontrolling interest is recognized to reflect portion of equity that is not attributable, directly or indirectly, to the Group. When the noncontrolling interest is contingently redeemable upon the occurrence of a conditional event, which is not solely within the control of the Group, the noncontrolling interest is classified as mezzanine equity. Transactions with changes in the Group's ownership interest while it retains its controlling financial interest in its subsidiary shall be accounted for as equity transactions. Therefore, no gain or loss shall be recognized in the consolidated statements of comprehensive income/(loss). The carrying amount of the noncontrolling interest shall be adjusted to reflect the change in its ownership interest in the subsidiary. Any difference between the fair value of the consideration received or paid and the amount by which the noncontrolling interest is adjusted shall be recognized in equity attributable to the Group. Consolidated net income/(loss) in the consolidated statements of comprehensive income/(loss) includes net income or loss attributable to noncontrolling interests. The cumulative results of operations attributable to noncontrolling interests, along with adjustments for share-based compensation expense arising from outstanding share-based awards relating to the subsidiaries' shares, are also recorded as noncontrolling interests in the Group's consolidated balance sheets. Cash flows related to transactions with noncontrolling interests are presented under financing activities in the consolidated statements of cash flows.

### **(d) Discontinued operations**

Discontinued operations are reported when a component of an entity comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity is classified as held for disposal or has been disposed of, if the component either (1) represents a strategic shift or (2) has a major impact on an entity's financial results and operations. In the consolidated statements of comprehensive income, results from discontinued operations are reported separately from the income and expenses from continuing operations and prior periods are presented on a comparative basis. Cash flows for discontinued operations are presented separately in the consolidated statements of cash flows. In order to present the financial effects of the continuing operations and discontinued operations, revenues and expenses arising from intra-group transactions are eliminated except for those revenues and expenses that are considered to continue after the disposal of the discontinued operations.

### **(e) Foreign currency translation**

The Group uses Renminbi ("RMB") as its reporting currency. The Company's operations in the PRC and other regions use their respective currencies as their functional currencies. In the consolidated financial statements, the financial information of the Company and its subsidiaries, which use U.S. dollars or Hong Kong dollars as their functional currency, have been translated into RMB at the exchange rates quoted by the People's Bank of China (the "PBOC"). Assets and liabilities are translated at the exchange rates on the balance sheet date, equity amounts are translated at historical exchange rates, and revenues, expenses, gains, and losses are translated using the average rate for the period. Translation adjustments arising from these are reported as foreign currency translation adjustments and have been shown as a component of other comprehensive loss or income in the consolidated statements of shareholders' equity and the consolidated statements of comprehensive income/(loss).

## **2. Principal Accounting Policies (Continued)**

### **(e) Foreign currency translation (Continued)**

Foreign currency transactions denominated in currencies other than functional currency are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies on the balance sheet date are remeasured at the applicable rates of exchange in effect on that date. Foreign currency exchange gain or loss resulting from the settlement of such transactions and from remeasurement at period-end is recognized in foreign currency exchange gain or loss in the consolidated statements of comprehensive income/(loss).

### **(f) Fair value of financial instruments**

U.S. GAAP establishes a three-tier hierarchy to prioritize the inputs used in the valuation methodologies in measuring the fair value of financial instruments. This hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three-tier fair value hierarchy is:

Level 1— Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets

Level 2— Include other inputs that are directly or indirectly observable in the marketplace

Level 3— Unobservable inputs which are supported by little or no market activity

U.S. GAAP describes three main approaches to measuring the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset. In some circumstances, a combined approach of the aforementioned three approaches may be used to measure the fair values.

The Group's financial instruments include cash equivalents, term deposits, short term investments, restricted cash, accounts receivable, amounts due from related parties, prepayments and other current assets, available-for-sale debt investments, equity investments without readily determinable fair values, accounts payable, amounts due to related parties, salary and welfare payable, accrued expense and other current liabilities and other non-current assets. Refer to Note 20 for details.

### **(g) Cash and cash equivalents**

Cash and cash equivalents represent cash on hand, demand deposits, time deposits and highly liquid investments placed with banks or other financial institutions, which are unrestricted to withdrawal or use, and which have original maturities of three months or less.

### **(h) Term deposits, short term investments**

Term deposits represent term deposits placed with banks with original maturities of more than three months and up to one year.

Short term investments represent investments in financial instruments with a variable interest rate indexed to performance of underlying assets, all of which are with original maturity of less than 12 months.

In accordance with ASC 825, for investments in financial instruments with a variable interest rate indexed to performance of underlying assets, the Group elected the fair value method at the date of initial recognition and carried these investments at fair value. Fair value is estimated based on quoted prices of similar products provided by banks at the end of each period and changes in the fair value are reflected in the consolidated statements of comprehensive income as interest income. The Group classifies the valuation techniques that use these inputs as Level 2 of fair value measurements. Please see Note 20 for additional information.

### **(i) Restricted cash**

Restricted cash represents deposits placed in accounts co-managed with third-parties related to the real estate services, which are restricted to withdrawal or usage.

**2. Principal Accounting Policies (Continued)**

**(j) Accounts receivable, net**

Accounts receivable is the Group's right to consideration that is unconditional, and the right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. The carrying value of accounts receivable is reduced by an allowance that reflects the Group's best estimate of the amounts that will not be collected.

Notes receivable mainly represents the Group's commercial acceptance bills received from customers in exchange for goods or services that it has transferred to customers. The carrying value of notes receivable is reduced by an allowance that reflects the Group's best estimate of the amounts that will not be collected. All notes receivable balances are included in and presented as accounts receivable, net in the consolidated balance sheets.

The Group makes estimations of the collectability of accounts receivable and notes receivable. Accounts receivable and notes receivable are measured at amortized cost and reported on the consolidated balance sheets at the outstanding principals adjusted for any write-offs and any allowance for credit losses, since the Group adopted ASC 326 beginning from January 1, 2020. In determining the amount of the allowance for credit losses, the Group considers historical collectability based on historical collection activity, current business environment and forecasts of future macroeconomic conditions that may affect the customers' ability of payment. Refer to Note 6 for details.

**(k) Expected credit loss**

In June 2016, the FASB issued ASU 2016-13 *Financial Instruments-Credit Losses* (Topic 326), and issued subsequent amendments to the initial guidance, transitional guidance and other interpretive guidance between November 2018 and March 2020 within ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-11, ASU 2020-02 and ASU 2020-03. ASU 2016-13 introduces new guidance for credit losses on instruments within its scope. The new guidance introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments, including accounts receivable and notes receivable, held-to-maturity debt securities, loans and net investments in leases. The new guidance also modifies the impairment model for available-for-sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on an available-for-sale debt security is a credit loss. Further, the new guidance indicates that entities may not use the length of time a security has been in an unrealized loss position as a factor in concluding whether a credit loss exists. The allowance for accounts receivable is the Group's estimate of credit losses based on historical collection activity, current business environment and forecasts of future macroeconomic conditions that may affect the customers' ability of payment. The Group estimated the allowance by segmenting accounts receivable into groups based on certain credit risk characteristics, and determining an expected loss rate for each group based on historical loss experience adjusted for judgments about the effects of relevant observable data including default rates, lifetime for debt recovery, current and future economic conditions.

The Group adopted ASU 2016-13 beginning from January 1, 2020 on a modified retrospective basis and there was no material impact on the opening consolidated balance sheets as of December 31, 2020 and the consolidated statements of comprehensive income/(loss) for the year ended December 31, 2020, as a result of adopting the new standard.

**(l) Property and equipment, net**

Property and equipment are stated at cost less accumulated depreciation and impairment. Property and equipment are depreciated over the following estimated useful lives on a straight-line basis:

	<b>Estimated Useful Lives</b>
Computers	3 years
Equipment, furniture and motor vehicles	5 years
Leasehold improvements	Lesser of lease terms or the estimated useful lives of the assets

Expenditures for maintenance and repairs are expensed as incurred. The gain or loss on the disposal of property and equipment is the difference between the net sales proceeds and the carrying amount of the relevant assets and is recognized in the consolidated statements of comprehensive income/(loss).

**2. Principal Accounting Policies (Continued)**

**(m) Intangible assets, net**

Intangible assets acquired through business acquisitions are recognized as assets separate from goodwill if they satisfy either the “contractual-legal” or “separability” criterion. Intangible assets mainly consist of computer software purchased from unrelated third parties, licensed copyrights of reading content, audio content, trademark and an Internet domain name. Intangible assets are stated at cost less impairment and accumulated amortization, which is computed using the straight-line method over the estimated useful lives of the assets. Separately identifiable intangible assets that have determinable lives continue to be amortized over their estimated useful lives using the straight-line method as follows:

	<b>Estimated Useful Lives</b>
Computer software	5 years
Licensed copyrights of reading content	Lesser of the licensed period or 5 years
Trademark and Domain name	10 years
Audio content	Lesser of the licensed period or 5 years

The Group amortizes the licensed copyrights for reading content and audio content in “cost of revenues” on a straight-line basis.

The Group performed intangible assets impairment assessment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability is measured through the use of an undiscounted future cash flow model when an indication of impairment is determined to exist. If an asset is determined to be not recoverable, its carrying amount is reduced to the estimated fair value determined using a discounted cash flow model. The Group’s impairment tests included significant assumptions and estimates relating to revenue growth and timing of projected future cash flows.

**(n) Available-for-sale debt investments**

In accordance with ASC 320 *Investments-Debt and Equity Securities*, the Group classifies the investments in debt securities as “held-to-maturity”, “trading” or “available-for-sale”. The securities that the Group has positive intent and ability to hold to maturity are classified as held-to-maturity securities. The securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. Investments that have readily determinable fair values not classified as trading or as held-to-maturity are classified as available-for-sale debt investments. Available-for-sale debt investments are reported at fair value, which is estimated by management after considering an independent appraisal performed by a reputable appraisal firm, with unrealized gains and losses, if any, recorded in the accumulated other comprehensive loss or income in shareholder’s equity. The tax effects of the unrealized gains and losses of the available-for-sale debt investments should be recorded net against the pre-tax changes in other comprehensive income. The Group determines whether a decline in fair value of available-for-sale debt securities below the amortized cost basis has resulted from a credit loss or other factors and records impairment relating to credit losses through an allowance for credit losses. However, the allowance shall be limited by the amount that the fair value is less than the amortized cost basis. Impairment that has not been recorded through an allowance for credit losses shall be recorded through other comprehensive income, net of applicable taxes. Investments with maturities of greater than 12 months are recorded in non-current assets.

**(o) Equity investments**

*Equity investments accounted for using the equity method*

Investments in common stock or in-substance common stock and limited-partnership investments in entities over which the Group can exercise significant influence but does not own a majority equity interest or control are accounted for using the equity method of accounting in accordance with ASC 323 *Investments-Equity Method and Joint Ventures*. The Group adjusts the carrying amount of equity method investment for its share of the income or losses of the investee and reports the recognized income or losses in the consolidated statements of comprehensive income/(loss). When the Group’s share of losses in the equity investee equals or exceeds its interest in the equity investee, the Group does not recognize further losses, unless the Group has incurred obligations or made payments or guarantees on behalf of the equity investee, or the Group holds other investments in the equity investee. The Group’s share of the income or losses of an investee are based on the shares of common stock and in-substance common stock held by the Group.

The Group continually reviews its investment in equity investees under the equity method to determine whether a decline in fair value to below the carrying value is other-than-temporary. The primary factors the Group considers in its determination are the

## 2. Principal Accounting Policies (Continued)

### (o) Equity investments (Continued)

duration and severity of the decline in fair value, the financial condition, operating performance and the prospects of the equity investee, and other company specific information such as recent financing rounds.

#### *Equity investments measured at Measurement Alternative*

The Group has adopted ASU 2016-1 *Recognition and Measurement of Financial Assets and Financial Liabilities* since January 1, 2018 pursuant to which the Group measures equity investments, other than those accounted for under the equity method, at fair value through earnings. For investments in equity securities lacking of readily determinable fair values, the Group elects to record these investments at cost, less impairment, plus or minus subsequent adjustments for observable price changes (referred to as the measurement alternative). Under this measurement alternative, changes in the carrying value of the investments will be recognized in consolidated statement of comprehensive income/(loss), whenever there are observable price changes in orderly transactions for the identical or similar investment of the same issuer.

For those equity investments that the Group elects to use the measurement alternative, the Group makes a qualitative assessment of whether the investment is impaired at each reporting date. If a qualitative assessment indicates that the investment is impaired, the Group has to estimate the investment's fair value in accordance with the principles of ASC 820, Fair Value Measurements and Disclosures ("ASC 820"). If the fair value is less than the investment's carrying value, the Group recognizes an impairment loss in net income (loss) equal to the difference between the carrying value and fair value.

#### *Equity investments measured at NAV practical expedient*

The Group accounts for investments in private equity funds under the existing practical expedient in ASC Topic 820 to estimate fair value using the net asset value per share (or its equivalent) of the investment ("NAV practical expedient"), over which the Group does not have the ability to exercise significant influence.

### (p) Goodwill

Goodwill represents the excess of the purchase consideration over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination. Goodwill is not amortized but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that it might be impaired.

The Group has adopted ASU No. 2017-04, *Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* since January 1, 2019, pursuant to which the Group has the option to choose whether it will apply a qualitative assessment first and then a quantitative assessment, if necessary, or to apply a quantitative assessment directly. For reporting units applying a qualitative assessment first, the Group starts the goodwill impairment test by assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is mandatory. Otherwise, no further testing is required. The quantitative impairment test consists of a comparison of the fair value of the reporting unit with its carrying value, including goodwill. If the carrying value of each reporting unit, including goodwill, exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, but limited to the total amount of goodwill allocated to that reporting unit.

Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value of each reporting unit. The Group estimates fair value using the income approach. The judgment in estimating the fair value of reporting units includes revenue growth rates and appropriate discount rates and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit.

## 2. Principal Accounting Policies (Continued)

### (q) Impairment of long-lived assets

Long-lived assets such as property and equipment and intangible assets are reviewed for impairment whenever events or changes in the circumstances indicate that the carrying value of an asset may not be recoverable. When these events occur, the Group assesses the recoverability of the long-lived assets by comparing the carrying amount to the estimated future undiscounted cash flows associated from the use of the asset and its eventual disposition, and recognize an impairment of long-lived assets when the carrying value of such assets exceeds the estimated future undiscounted cash flows such assets is expected to generate. If the Group identifies an impairment, the Group reduces the carrying amount of the assets or asset group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values.

### (r) ASC 606 Revenue from Contracts with Customers

The Group has adopted ASC 606 *Revenue from Contracts with Customers* for all periods presented. In 2021, the Group re-grouped paid services revenues (see Note 2(s)). For comparison purposes, the revenues from paid services for the years ended December 31, 2019 and 2020 have been retrospectively re-classified. The following table presents the Group's revenues disaggregated by products and services (in thousands):

	For the Years Ended December 31,		
	2019 RMB	2020 RMB	2021 RMB
Net advertising revenues	1,194,761	1,113,017	930,025
Paid services revenues	133,020	95,828	100,306
Revenues from paid contents	71,144	46,175	43,113
Revenues from E-commerce and others	61,876	49,653	57,193
<b>Total</b>	<b>1,327,781</b>	<b>1,208,845</b>	<b>1,030,331</b>

### Contract balances

Timing of revenue recognition may differ from the timing of invoicing to customers. Contract asset represents the Group's right to consideration in exchange for goods or services that it has transferred to a customer when that right is conditioned on something other than the passage of time (for example, the entity's future performance). Accounts receivable represent amounts invoiced and revenue recognized prior to invoicing, when the Group has satisfied its performance obligations and has the unconditional right to payment. Contract assets as of December 31, 2020 and 2021 were not material.

If a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional (that is, a receivable), before the Group transfers a good or service to the customer, the Group shall present the contract as a contract liability when the payment is made or the payment is due (whichever is earlier). A contract liability is the Group's obligation to transfer goods or services to a customer for which it has received consideration (or an amount of consideration is due) from the customer. Advances from customers and deferred revenue relate to unsatisfied performance obligations at the end of the period and primarily consist of fees received from advertisers. Due to the generally short-term duration of the contracts, the majority of the performance obligations are satisfied in the following reporting period. Contract liability is presented as advances from customers in the balance sheet. Revenues recognized for the years ended December 31, 2020 and 2021 that were included in the contract liability balance at the beginning of the period were RMB32.1 million and RMB24.8 million, respectively.

The assets recognized for costs incurred to fulfill contracts shall be amortized on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. As of December 31, 2020 and 2021, the costs incurred to fulfill contracts recognized as assets were immaterial.

### Practical expedients

The Group has used the following practical expedients as allowed under ASC 606:

- i. The transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, has not been disclosed as substantially all of the Group's contracts have duration of one year or less.



## **2. Principal Accounting Policies (Continued)**

### **(r) ASC 606 Revenue from Contracts with Customers (Continued)**

- ii. Payment terms and conditions vary by contract type, although terms generally include a requirement of prepayment or payment within one year or less. In instances where the timing of revenue recognition differs from the timing of invoicing, the Group has determined that its contracts generally do not include a significant financing component.
- iii. The Group generally expenses sales commissions when incurred because the amortization period would be one year or less. These costs are recorded within sales and marketing expenses.

### **(s) Revenue recognition**

According to ASC 606, revenue is recognized when control of the promised services is transferred to the customers, in an amount that reflects the consideration the Group expects to be entitled to in exchange for those services. The recognition of revenues involves certain management judgments, including the estimation of the fair value of the noncash transaction, estimated lives of virtual items purchased by game players, and volume sales rebates. The Group does not believe that significant management judgments are involved in revenue recognition, but the amount and timing of the Group's revenues could be different for any period if management made different judgments or utilized different estimates.

The Group adopts the five-step model for recognizing revenue from contracts with customers:

Step 1: Identify the contract(s) with a customer,

Step 2: Identify the performance obligations in the contract,

Step 3: Determine the transaction price,

Step 4: Allocate the transaction price to the performance obligations in the contract,

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The Group evaluates if it is a principal or an agent in a transaction to determine whether revenue should be recorded on a gross or net basis. The Group is acting as the principal if it obtains control over the goods and services before they are transferred to customers. When the Group is primarily obligated in a transaction, is generally subject to inventory risk, has latitude in establishing prices, or has several but not all of these indicators, the Group acts as the principal and revenue is recorded on a gross basis. When the Group is not primarily obligated in a transaction, does not generally bear the inventory risk and does not have the ability to establish the price, the Group acts as the agent and revenue is recorded on a net basis.

## **2. Principal Accounting Policies (Continued)**

### **(s) Revenue recognition (Continued)**

#### **(i) Net advertising revenues**

Advertising revenues are derived principally from advertising contracts with customers where the advertisers pay to place their advertisements on the Group's ifeng.com, mobile Internet website i.ifeng.com, its mobile applications and third-party platforms in different formats over a particular period of time. Such formats generally include but are not limited to banners, news feed, text-links, videos, logos, buttons and rich media. The Group's performance obligations are to place the customers' advertisements on different spots, in different formats and at different times.

The Group's contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenues to each performance obligation based on its relative standalone selling price. The Group generally determines standalone selling prices of each distinct performance obligation based on the prices charged to customers when sold on a standalone basis. Where standalone selling price is not directly observable, the Group generally estimates selling prices based on the publicly published advertising rate card, times the relevant discount rates, taking into considerations of the historical trend, the pricing of advertising areas sold with similar popularities, advertisements with similar formats and quoted prices from competitors, and other relevant market conditions. The Group recognizes revenue on the satisfied performance obligations and defers the recognition of revenue for the estimated value of the undelivered elements until the remaining performance obligations have been satisfied. When all of the elements within an arrangement are delivered uniformly over the agreement period, the revenues are recognized on a straight-line basis over the contract period.

Currently the advertising business has three main types of pricing models, consisting of the Cost Per Day ("CPD") model, the Cost Per Impression ("CPM") model, and the Cost Per Click ("CPC") model.

#### *CPD model*

Under the CPD model, a contract is signed to establish a fixed price for the advertising services to be provided over a period of time. Given the advertisers benefit from the displayed advertising evenly, the Group recognizes revenue on a straight-line basis over the period of display, provided all revenue recognition criteria have been met.

#### *CPM model*

Under the CPM model, the unit price for each qualifying display is fixed and stated in the contract with the advertiser. A qualifying display is defined as the appearance of an advertisement, where the advertisement meets criteria specified in the contract. Given that the fees are priced consistently throughout the contract and the unit prices are consistent with the Group's pricing practices with similar customers, the Group recognizes revenue based on the fixed unit prices and the number of qualifying displays upon occurrence of display, provided and all revenue recognition criteria have been met.

#### *CPC model*

Under the CPC model, there is no fixed price for advertising services stated in the contract with the advertiser and the unit price for each click is auction-based. The Group charges advertisers on a per-click basis, when the users click on the advertisements. Given that the fees are priced consistently throughout the contract and the unit prices are consistent with the Group's pricing practices with similar customers, the Group recognizes revenue based on qualifying clicks and the unit price upon the occurrence of a click, provided all revenue recognition criteria have been met.

#### *Agency service fees to third-party advertising agencies*

Certain customers may receive sales rebates, which are accounted for as variable consideration. The Group estimates annual expected revenue volume of each individual agent with reference to their historical results. The sales rebate will reduce revenues recognized. The Group recognizes revenue for the amount of fees it receives from its advertisers, after deducting sales rebates, value-added tax ("VAT") and the cultural development fee. The Group believes that there will not be significant changes to its estimates of variable consideration.

## 2. Principal Accounting Policies (Continued)

### (s) Revenue recognition (Continued)

The Group has estimated and recorded RMB180.7 million, RMB180.9 million and RMB145.7 million in agency service fees to third-party advertising agencies for the years ended December 31, 2019, 2020 and 2021, respectively.

#### *Noncash transactions*

The Group enters into contracts with certain customers involving consideration in a form other than cash. The noncash consideration (or promise of noncash consideration) shall be measured at fair value. If the Group cannot reasonably estimate the fair value of the noncash consideration, it shall measure the consideration indirectly by reference to the standalone selling price of the goods or services promised to the customer (or class of customer) in exchange for the consideration. The Group recognized revenue from noncash transactions involving exchanging advertising services for advertisement, content, technical, application pre-installation services and others amounted to RMB8.7 million, RMB6.8 million and RMB20.7 million for the years ended December 31, 2019, 2020 and 2021, respectively.

### (ii) Paid services revenues

Prior to 2021, paid services revenues comprised of (i) revenues from paid contents, which included digital reading, audio books, paid videos, and other content-related sales activities, (ii) revenues from games, which included web-based games and mobile games, (iii) revenues from MVAS, and (iv) revenues from others.

Beginning from January 1, 2021, MVAS, games and others are collectively referred to as E-commerce and others. For comparison purposes, the revenues from paid services for the years ended December 31, 2019 and 2020 have been retrospectively re-classified into revenues from paid contents and revenues from E-commerce and others.

#### *Paid contents*

Paid contents revenues mainly comprise of revenues generated from digital reading, audio books, paid videos, and other content-related sales activities.

#### *Digital reading*

Digital reading revenues are derived from providing fee-based internet literatures from writers and digital format books licensed from third-party publishers to customers both on the Group's PC and mobile platforms and on third-party platforms. Digital reading revenues generated from the Group's PC and mobile platforms are recorded on a gross basis and recognized evenly over the subscription period, or in the period in which a pay-per-view service is provided, as the Group is responsible for providing the desired services to the customers and has primary responsibility and broad discretion to establish price, and therefore the Group is considered the primary obligor in these transactions. Digital reading revenues generated from third-party platforms are recorded on a net basis.

#### *Audio books*

Audio books revenues are derived from the sale of copyright of audio books to third parties and licensing audio books to third parties. With respect to the sale of copyright of audio books, the Group is determined to be the primary obligor and accordingly, the Group records its revenues on a gross basis. With respect to the revenues that derived from licensing audio books to third parties, the Group evaluated and determined it is not the primary obligor in the service rendered to the end users and accordingly, the Group records its revenues based on the portion of the sharing of revenues that derives from third parties. The Group recognizes revenue on the satisfied performance obligations and defers the recognition of revenue for the estimated value of the undelivered elements until the remaining performance obligations have been satisfied.

## **2. Principal Accounting Policies (Continued)**

### **(s) Revenue recognition (Continued)**

#### *Paid videos*

The Group generates revenues from licensing video content to third parties. For such content sales transactions, the Group earns up-front fixed-amount license fees or revenue sharing fees based on pre-agreed percentage. The Group views the third parties as customers and recognizes revenues on a net basis during the licensing periods, provided that no significant obligation remains, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

#### *E-commerce and others*

E-commerce and others revenues mainly comprise of revenues from E-commerce, MVAS, games and others.

#### *E-commerce*

The Group generates revenues from promoting or selling products or services which are provided by suppliers in the third-party online E-commerce platforms. For certain E-commerce services, the Group charges commission fees to suppliers as the Group generally is acting as an agent and its performance obligation is to arrange for the provision of the specified goods or services by those suppliers. Upon successful sales, the Group charges the third-party merchants a negotiated amount or a fixed rate commission fee based on the sales amount. Commission fee revenues are recognized on a net basis. For some E-commerce services, the Group recognizes revenues from certain online retail business on a gross basis upon successful sales to end customers, as the Group is acting as a principal in these transactions and is responsible for fulfilling the promise to provide the specified goods.

#### *MVAS*

MVAS revenues are mainly derived from providing mobile phone users with wireless value-added services (“WVAS”) through telecom operators’ platforms, mobile newspaper services and mobile video services. Revenues from MVAS are charged on a monthly or per-usage basis, and are recognized in the period in which the service is performed, provided that no significant obligation remains, collection of the receivables is reasonably assured and the amounts can be accurately estimated. Most revenues from mobile newspaper services, mobile video services and most WVAS are recorded on a net basis as the Group is acting as an agent of operators in these transactions.

#### *Others*

Other paid service revenues mainly comprise of revenues generated from online real estate related services. Revenues are recognized in the period in which the service is performed, provided that no significant obligation remains, collection of the receivables is reasonably assured and the amounts can be accurately estimated.

## **2. Principal Accounting Policies (Continued)**

### **(t) Value-added tax and related surcharges**

The Group is subject to value-added tax (“VAT”) and related surcharges on the revenues earned for services provided in the PRC. The primary applicable rate of VAT is 6.0% for the years ended December 31, 2019, 2020 and 2021. Related surcharges mainly comprised of urban maintenance and construction tax and education surcharges. The urban maintenance and construction tax are charged at 7%, 5% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. Education surcharges are charged at 3% of the amount of VAT actually paid and local education surcharges are charged at 2% or 1% of the amount of VAT actually paid depending on where the taxpayer is located. The Group is also subject to a cultural development fee on the provision of advertising services in the PRC and the applicable tax rate is 3% of the net advertising revenues before July 1, 2019 and 1.5% after July 1, 2019, valid until December 31, 2024.

The VAT and the cultural development fee are recorded as a reduction item of revenues in the consolidated statements of comprehensive income/(loss). The urban maintenance and construction tax, education surcharges and local education surcharges are recorded in the cost of revenues in the consolidated statements of comprehensive income/(loss).

The VAT and related surcharges for the years ended December 31, 2019, 2020 and 2021 were RMB114.1 million, RMB84.8 million and RMB60.7 million, respectively.

### **(u) Cost of revenues**

The Group’s cost of revenues consists primarily of (i) revenue sharing fees, including service fees retained by mobile telecommunications operators and revenue sharing fees paid to the Group’s channel and content partners, (ii) content and operational costs, including personnel-related cost associated with content production and certain support personnel, content procurement costs to third-party professional media companies and to Phoenix TV Group, direct costs related to in-house content production, channel testing costs, rental cost, depreciation and amortization, the urban maintenance and construction tax, education surcharges and local education surcharges, and other miscellaneous costs, and (iii) bandwidth costs.

### **(v) Sales and marketing expenses**

Sales and marketing expenses comprise primarily of: (i) personnel-related expenses including sales commissions related to the sales and marketing personnel; (ii) advertising and promotion expenses including traffic acquisition expenses; and (iii) relevant rental expense, depreciation and amortization expenses. The Group expenses advertising costs as incurred. Total advertising and promotion expenses including traffic acquisition expenses were RMB314.2 million, RMB99.9 million and RMB70.7 million, for the years ended December 31, 2019, 2020 and 2021, respectively.

### **(w) Technology and product development expenses**

Technology and product development expenses mainly consist of: (i) personnel-related expenses associated with the development of, enhancement to, and maintenance of the Group’s PC websites, mobile applications and mobile websites; (ii) expenses associated with new technology and product development and enhancement; and (iii) relevant rental expense and depreciation of servers. The Group expenses technology and product development expenses as incurred for all the years presented.

### **(x) Operating leases and adoption of ASU 2016-02**

The Group applied ASU 2016-02 Leases (Topic 842) beginning from January 1, 2019, which requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use (“ROU”) assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements. The adoption of ASU 2016-02 had no material impact on the Group’s consolidated statements of comprehensive income/(loss) for the year ended December 31, 2019 or the opening balances of retained earnings as of January 1, 2019. The Group elects to apply practical expedients permitted that allow the Group to not recognize lease assets and lease liabilities for leases with a term of twelve months or less.

## 2. Principal Accounting Policies (Continued)

### (x) Operating leases and adoption of ASU 2016-02 (Continued)

Under the new lease standard, the Group determines if an arrangement is or contains a lease at inception. ROU assets represent the Group's rights to use underlying assets for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term, reduced by lease incentives received, plus any initial direct costs, using the discount rate for the lease at the commencement date. The Group considers only payments that are fixed and determinable at the time of lease commencement. As the implicit rate in lease is not readily determinable for the Group's operating leases, the Group generally use the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The Group's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Group will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

As of December 31, 2021, the Group's operating leases had a weighted average remaining lease term of 2.79 years and a weighted average discount rate of 5.61%. Future lease payments under operating leases as of December 31, 2021 were as follows (in thousands):

	<u>Operating Lease Liabilities</u>	
	RMB	
Year ending December 31,		
2022		27,349
2023		7,580
2024		5,734
2025		4,204
2026		4,234
Total future lease payments		49,101
Less: Imputed interest		3,251
Total lease liability balance		45,850

Operating lease costs and expenses for the years ended December 31, 2019, 2020 and 2021 were RMB39.1 million, RMB33.6 million and RMB34.5 million, respectively, which excluded costs and expenses of short-term contracts. Short-term lease costs and expenses for the years ended December 31, 2019, 2020 and 2021 was RMB1.7 million, RMB1.1 million and RMB1.5 million, respectively. Supplemental cash flow information related to operating leases was as follows (in thousands):

	<u>For the Years Ended December 31,</u>	
	<u>2020</u>	<u>2021</u>
	RMB	RMB
Cash payments for operating leases	33,677	34,509
Right-of-use assets obtained in exchange for operating lease liabilities	3,198	27,129

### (y) Share-based compensation

The Group has incentive plans for the granting of share-based awards, such as share options and restricted shares. The Group measures the cost of employee services received in exchange for share-based compensation at the grant date fair value of the award. The Group recognizes the share-based compensation as costs or expenses in the consolidated statements of comprehensive income/(loss), net of estimated forfeitures, on a graded-vesting basis over the vesting term of the awards.

The Company applies the guidance in ASU 2018-07 *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting* to account for share options granted to non-employees based on the grant date fair value beginning from January 1, 2019.

The Group adopts the Black-Scholes option pricing model to determine the fair value of share options, and determines the fair value of restricted share and restricted share units based on the fair value of the underlying ordinary shares at the grant date considering the dilutive effect of restricted share and restricted share units.

## 2. Principal Accounting Policies (Continued)

### (y) Share-based compensation (Continued)

Forfeiture rates are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from initial estimates. The Group uses historical data to estimate pre-vesting option and restricted share unit forfeitures and record share-based compensation only for those awards that are expected to vest. Refer to Note 18 for further information regarding share-based compensation assumptions and expenses.

In 2019, the Company declared a special cash compensation to its share option holders, concurrent with the special cash dividend declared. In 2020, the Company also declared a special cash compensation to its share option holders, concurrent with the special cash dividend declared. As the Company's share options are not dividend-protected award, the option holders have no rights to participate in all dividends before exercising the share options. The Company accounted for the special cash compensation as incremental compensation cost, which would be vested with the same vesting conditions of the original share options granted. The related compensation cost of RMB31.6 million, RMB39.7 million and RMB12.7 million were recognized as costs or expenses in the consolidated statements of comprehensive income/(loss) of 2019, 2020 and 2021, respectively.

### (z) Income taxes

Current income taxes are provided on the basis of net income for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes, in accordance with the regulations of the relevant tax jurisdictions. Deferred income taxes are provided using an asset and liability method. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purpose. The effect on deferred taxes of a change in tax rates is recognized in the consolidated statements of comprehensive income/(loss) in the period of change. A valuation allowance is provided to reduce the amount of deferred tax assets if it is considered more likely than not that some portion of, or all of the deferred tax assets will not be realized.

#### *Uncertain tax positions*

In order to assess uncertain tax positions, the Group applies a more likely than not threshold and a two-step approach for the tax position measurement and financial statement recognition. Under the two-step approach, the first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Group did not have significant unrecognized uncertain tax positions or any unrecognized liabilities, interest or penalties associated with unrecognized tax benefit as of and for the years ended December 31, 2019, 2020 and 2021. Refer to Note 16 for details of the Group's tax positions.

### (aa) Employee social security and welfare benefits

The Company's subsidiaries and consolidated VIEs in the PRC participate in a government-mandated multi-employer defined contribution plan pursuant to which certain retirement, medical and other welfare benefits are provided to employees. The relevant labor regulations require the Company's subsidiaries and consolidated VIEs in the PRC to pay the local labor and social welfare authorities monthly contributions at a stated contribution rate based on the monthly basic compensation of qualified employees. The relevant local labor and social welfare authorities are responsible for meeting all retirement benefits obligations and the Company's subsidiaries and consolidated VIEs in the PRC have no further commitments beyond their monthly contributions. The contributions to the plan are expensed as incurred. Employee social security and welfare benefits included as cost and expenses in the consolidated statements of comprehensive income/(loss) were RMB104.3 million, RMB54.4 million and RMB95.3 million for the years ended December 31, 2019, 2020 and 2021, respectively.

### (ab) Other income —others, net

Other income —others, net mainly represent government subsidies which primarily consist of financial subsidies received from provincial and local governments for operating a business in their jurisdictions. Such income has been recognized when the grants are received and no further conditions need to be met.

## **2. Principal Accounting Policies (Continued)**

### **(ac) Statutory reserves**

In accordance with the laws applicable to China's Foreign Investment Enterprises, those of the Company's China-based subsidiaries that are considered under PRC law to be a wholly foreign-owned enterprise are required to make appropriations from their after-tax profit (as determined under the Accounting Standards for Business Enterprises as promulgated by the Ministry of Finance of the People's Republic of China ("PRC GAAP")) to non-distributable reserve funds including (i) general reserve fund, (ii) enterprise expansion fund and (iii) staff bonus and welfare fund. The appropriation to the general reserve fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the general reserve fund has reached 50% of the registered capital of the respective company. Appropriations to the other two reserve funds are at the respective companies' discretion.

In accordance with the China Company Laws, those China-based subsidiaries of the Company that are considered under PRC law to be domestically funded enterprises, as well as the Company's VIEs are required to make appropriations from their after-tax profit (as determined under PRC GAAP) to non-distributable reserve funds including (i) statutory surplus fund and (ii) discretionary surplus fund. The appropriation to the statutory surplus fund must be at least 10% of the after-tax profits calculated in accordance with PRC GAAP. Appropriation is not required if the statutory surplus fund has reached 50% of the registered capital of the respective company. Appropriation to the discretionary surplus fund is at the discretion of the respective company.

General reserve fund and statutory surplus fund are restricted for set off against losses, expansion of production and operation or increase in the registered capital of the respective company. The Group has made appropriations of RMB1.0 million, RMB3.4 million and RMB6.5 million to these funds for the years ended December 31, 2019, 2020 and 2021, respectively.

### **(ad) Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or significant influence, such as a family member or relative, shareholders, or a related corporation.

### **(ae) Dividends**

Dividends are charged to retained earnings when declared. No dividends were declared before 2019. In 2019, the Group declared a special cash dividend of US\$0.1714 per ordinary share, equivalent to US\$1.3712 per ADS, totaling approximately US\$100 million, or RMB701.6 million, and had paid the dividends to shareholders on December 13, 2019. In 2020, the Group also declared a special cash dividend of US\$0.1714 per ordinary share, equivalent to US\$1.3712 per ADS, totaling approximately US\$100 million, or RMB653.9 million, and had paid almost all of the dividends to shareholders on December 22, 2020.

### **(af) Net income/(loss) per share**

The Group computes net income or loss per Class A and Class B ordinary share in accordance with ASC 260-10 *Earnings Per Share: Overall*, using the two class method. Under the two-class method, net income is allocated between ordinary shares and other participating securities based on their participating rights. Net losses are not allocated to other participating securities if based on their contractual terms they are not obligated to share in the losses.

The liquidation and dividend rights of the holders of the Company's Class A and Class B ordinary shares are identical, except with respect to voting. As the liquidation and dividend rights are identical, the net incomes are allocated on a proportionate basis.

Basic net income or loss per share is computed by dividing net income or loss attributable to ordinary shareholders by the weighted average number of ordinary shares and contingently issuable shares outstanding during the period.

Diluted net income or loss per share is calculated by dividing net income or loss attributable to ordinary shareholders, as adjusted for the effect of dilutive potential ordinary shares, if any, by the weighted average number of ordinary shares outstanding and dilutive potential ordinary shares during the period. Potential ordinary shares are excluded in the denominator of the diluted net income or loss per share calculation if their effects would be anti-dilutive.



## 2. Principal Accounting Policies (Continued)

### (ag) Comprehensive income/(loss)

Comprehensive income or loss is defined as the change in equity of the Group during a period arising from transactions and other events and circumstances excluding transactions resulting from investments by shareholders and distributions to shareholders. Comprehensive income or loss is reported in the consolidated statements of comprehensive income/(loss). Accumulated other comprehensive loss or income, as presented on the Group's consolidated balance sheets, includes the foreign currency translation adjustment, fair value remeasurement for available-for-sale debt investments and reclassification adjustment for disposal of available-for-sale debt investments. The tax effects of pre-tax changes to other comprehensive income or loss should be recorded net against the pre-tax changes in other comprehensive income or loss.

### (ah) Segment reporting

The Group's segments are business units that offer different services and are reviewed separately by the chief operating decision maker (the "CODM") in deciding how to allocate resources and in assessing performance. The Group's CODM has been identified as the Chief Executive Officer. As the Group's long-lived assets and revenues are substantially located in and derived from the PRC, no geographical segments are presented.

The Group's organizational structure is based on a number of factors that the CODM uses to evaluate, view and run the Group's business operations, which include, but are not limited to, customer base, homogeneity of products and technology. The Group's operating segments are based on its organizational structure and information reviewed by the Group's CODM to evaluate the operating segment results.

### (ai) Recent accounting pronouncements

In August 2020, the FASB issued ASU No. 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity (ASU 2020-06)*, which simplifies the accounting for convertible instruments by reducing the number of accounting models available for convertible debt instruments. This guidance also eliminates the treasury stock method to calculate diluted earnings per share for convertible instruments and requires the use of the if-converted method. The amendments are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years, with early adoption permitted. The Group is currently evaluating the impact and does not expect it to have a significant impact on its consolidated financial statements and related disclosures.

In May 2021, the FASB issued ASU No. 2021-04, *Earnings Per Share (Topic 260), Debt — Modifications and Extinguishments (Subtopic 470-50), Compensation — Stock Compensation (Topic 718), and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40)* to clarify and reduce diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the amendments prospectively to modifications or exchanges occurring on or after the effective date of the amendments. The Group is currently evaluating the impact and does not expect it to have a significant impact on its consolidated financial statements and related disclosures.

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (ASU 2021-08)*, which clarifies that an acquirer of a business should recognize and measure contract assets and contract liabilities in a business combination in accordance with Topic 606, Revenue from Contracts with Customers. The new amendments are effective for us are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The amendments should be applied prospectively to business combinations occurring on or after the effective date of the amendments, with early adoption permitted. The Group is currently evaluating the impact and does not expect it to have a significant impact on its consolidated financial statements and related disclosures.

### **3. Certain Risks and Concentration**

#### **(a) Major customers**

There is no customer with revenues or receivables over 10% of total revenues or total accounts receivable and due from related parties, respectively.

#### **(b) Credit risk**

The Group's credit risk arises from cash and cash equivalents, term deposits, short term investments and restricted cash as well as credit exposures to receivables due from its customers, related parties and other parties and available-for-sale debt securities.

The Group expects that there is no significant credit risk associated with cash and cash equivalents, term deposits, short term investments and restricted cash which were held by reputable financial institutions in the jurisdictions where the Company, its subsidiaries, VIEs and the subsidiaries of the VIEs are located. The Group believes that it is not exposed to unusual risks as these financial institutions have high credit quality.

The Group has no significant concentrations of credit risk with respect to its customers, related parties and other parties. The Group assesses the credit quality of and sets credit limits on its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions.

#### **(c) Currency convertibility risk**

The Group's operating transactions and its assets and liabilities are mainly denominated in RMB. RMB is not freely convertible into foreign currencies. The value of the RMB is subject to changes by the central government policies and to international economic and political developments. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by PBOC. Remittances in currencies other than RMB by the Group in the PRC must be processed through PBOC or other China foreign exchange regulatory bodies which require certain supporting documentation in order to affect the remittance.

#### **(d) PRC regulations**

The Group is exposed to certain macro-economic and regulatory risks and uncertainties in the Chinese market. These uncertainties affect the ability of the Group to provide online advertising, mobile and Internet related services through Contractual Arrangements in the PRC since these industries remain highly regulated. The Chinese government may issue from time to time new laws or new interpretations on existing laws to regulate these industries. Regulatory risk also encompasses the interpretation by the tax authorities of current tax laws and the Group's legal structure and scope of operations in the PRC, which could be subject to further restrictions resulting in limitations on the Group's ability to conduct business in the PRC. The PRC government may also require the Group to restructure its operations entirely if it finds that its Contractual Arrangements do not comply with applicable laws and regulations. It is unclear how a restructuring could impact the Group's business and operating results, as the PRC government has not yet found any such Contractual Arrangements to be in noncompliance. However, any such restructuring may cause significant disruption to the Group's business operations.

In addition, the Group is required to obtain certain licenses to operate the Internet information services. As of the date of the annual report, the Group is in the process of applying for licenses for the certain operations of the businesses, including an Internet audio-visual program transmission license and an Internet news license. In 2021, approximately 90.7% of the Group's total revenues were derived from business related to the above licenses. Without these licenses, the PRC government may order the Group to cease its services, which may cause significant disruption to the Group's business operations.

Recently, regulatory authorities in China have increased their supervision of content platforms similar to the Group's websites and mobile applications. In addition to the contents that are considered to be violating PRC laws and regulations, such oversight tends to pay more attention to content that is or may be deemed misleading, obscene, pornographic, detrimental, and/or contradicting to social values and moral prevailing in China. The Group may face regulatory inquiries and oral warnings made by relevant regulatory authorities from time to time. The Group may also be required to limit or even suspend its services due to regulatory requirements or sanctions. Any of these events could severely impair the attractiveness of the Group's applications and websites to users, reduce its user traffic and affect its revenue, and its business, financial condition and results of operation may be materially adversely affected.

### 3. Certain Risks and Concentration (Continued)

#### (e) Investments risk

The Group has made and may undertake in the future investments in subsidiaries, affiliates and other business alliance partners in various Internet-related businesses. It is uncertain whether the Group will receive the expected benefits from these investments, due to any adverse regulatory changes, worsening of economic conditions, increased competition or other factors that may negatively affect the related business activities. Some of the businesses the Group has invested in are subject to intensive regulation. Any adverse regulatory change may have a material adverse impact on the business and financial performance of the subsidiaries, affiliates and other business alliance partners. Furthermore, unanticipated costs and liabilities may be incurred in connection with those business strategies, including liabilities from the claims related to the businesses prior to the business alliances, and cost from actions by regulatory authorities.

#### 4. Discontinued operations

In December 2018, the Group acquired and started to consolidate Beijing Yitian Xindong Network Technology Co., Ltd. (“Yitian Xindong”). See Note 5.

In May 2020, the Group sold all of its investment in Yitian Xindong, as well as its rights to contingent returnable consideration under certain price adjustment mechanisms in connection with its original investment, with a total consideration of RMB313.6 million and recognized a disposal loss of RMB14.7 million in 2020. Yitian Xindong was a subsidiary and a separate reporting unit of the Group, and the disposal of Yitian Xindong represented the Group’s strategic shift in operation of online literature business that had a major effect on the Group’s operations and financial results. Therefore, the disposal of Yitian Xindong was qualified for reporting as a “discontinued operation” in the Group’s financial statements. Accordingly, Yitian Xindong’s results of operations have been excluded from the Group’s results from continuing operations in the consolidated statements of comprehensive income/(loss) and are presented in separate line items as discontinued operations for the years ended December 31, 2019 and 2020. The financial information disclosed in this 20-F document is presented on a continuing operations basis, unless otherwise specifically stated.

The following tables set forth the results of operations and cash flows of discontinued operations, that were included in the Group’s consolidated financial statements (in thousands):

	<b>For the Years Ended December 31,</b>	
	<b>2019</b>	<b>2020*</b>
Revenues	203,281	69,917
Cost of revenues	(84,972)	(33,875)
Gross profit	118,309	36,042
Operating expenses:		
Sales and marketing expenses	(74,011)	(29,377)
General and administrative expenses	(29,741)	(6,539)
Technology and product development expenses	(26,016)	(9,664)
Goodwill impairment	—	(39,352)
Changes in fair value of financial assets-contingent returnable consideration	62,051	—
Total operating expenses	(67,717)	(84,932)
Income/(loss) from operations	50,592	(48,890)
Interest income, net	597	270
Loss from disposal of discontinued operations	—	(14,678)
Others, net	1,344	569
Income/(loss) before tax	52,533	(62,729)
Income tax benefit	1,709	363
<b>Net income/(loss) from discontinued operations</b>	<b>54,242</b>	<b>(62,366)</b>

	<b>For the Years Ended December 31,</b>	
	<b>2019</b>	<b>2020*</b>
Net cash provided by discontinued operating activities	41,080	186
Net cash (used in)/provided by discontinued investing activities	(80,352)	265,753
Net cash used in discontinued financing activities	(144,100)	—

Note:

\* The results of operations and cash flows of discontinued operations included those of the discontinued operations from January 1, 2020 to May 18, 2020.

## 5. Acquisition

### *Acquisition of Yitian Xindong*

The Group acquired 25.5% equity interest in Yitian Xindong in December 2018 and started to consolidate Yitian Xindong since December 28, 2018. The Group acquired another 25.5% equity interest in Yitian Xindong in March 2019 and held a total of 51.0% equity interest in and a 51.0% voting rights of Yitian Xindong and continued to consolidate Yitian Xindong's financial statements.

In May 2020, the Group sold all of its investment in Yitian Xindong and the disposal of Yitian Xindong was qualified for reporting as a "discontinued operation". See Note 4.

### *Acquisition of Tianbo in 2019*

The Group holds a 50% equity interest in Tianbo. Before April 1, 2019, as the Group had significant influence over financial and operating decision-making of Tianbo, it accounted for the 50% equity interest in Tianbo by using the equity method of accounting. On April 1, 2019, the Group obtained control over Tianbo and started consolidating Tianbo from April 1, 2019, as the Group and other shareholders of Tianbo agreed to make certain revisions to the articles of association of Tianbo, which granted the Group the voting power to decide Tianbo's significant financial and operating decisions at both the shareholder level and the board level, to accelerate the development of its real estate vertical, to further bolster the development of the Group's real estate vertical and to create more synergies on Tianbo's new business, with the equity interest in Tianbo of 50% unchanged. At the same time, the Group agreed with other shareholders of Tianbo and would provide free advertising resources to Tianbo as consideration to gain control over Tianbo with a fair value of RMB5.9 million, estimated by management with the assistance of an independent valuation firm. The previously held equity interest in Tianbo was remeasured at fair value of RMB17.0 million on the date of acquisition and a gain on remeasurement of RMB0.5 million was recognized in the consolidated statements of comprehensive income/(loss) for the year ended December 31, 2019.

The allocation of the purchase price as of the date of acquisition is summarized as follows (in thousands):

	<b>Amount RMB</b>
Non-cash consideration	5,900
Fair value of previously held equity interests in Tianbo	17,012
<b>Total purchase consideration</b>	<b>22,912</b>
Net assets acquired (Note a)	17,138
Goodwill	22,786
Noncontrolling interests	(17,012)
<b>Total</b>	<b>22,912</b>

**Note:**

- (a) Net assets acquired included cash, cash equivalents and restricted cash with an amount of RMB175.5 million. There were no material amortizable intangible assets (e.g. trademark and domain names, customer relationship) identified and recognized as Tianbo has no independent trademark and domain name or exclusive service agreement signed between Tianbo and its customers.

Goodwill, which is non-deductible for tax purposes, is primarily attributable to the synergies expected to be achieved from the acquisition.

## 5. Acquisition (Continued)

### Acquisition of Tianbo in 2019 (Continued)

Tianbo contributed revenues of RMB248.5 million and earnings of RMB19.6 million to the Group for the period from April 1, 2019 to December 31, 2019. The following unaudited pro forma summary presents consolidated information of the Group as if the business combination had occurred on January 1, 2018 (in thousands):

	<b>Pro Forma Year Ended December 31, 2019*</b> <b>RMB</b> <b>(unaudited)</b>
Revenue	1,362,964
Net income attributable to Phoenix New Media Limited	731,007

**Note:**

\* As Yitian Xindong's results of operations have been excluded from the Group's results from continuing operations and are presented in separate line items as discontinued operations in the consolidated statements of comprehensive income/(loss) for the year ended December 31, 2019, the unaudited pro forma revenue for the year ended December 31, 2019 have been revised accordingly.

The Group did not have any material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings.

The valuations used in the purchase price allocation described above were determined by the Group with the assistance of an independent valuation firm. The valuations considered generally accepted valuation methodologies such as the income, market and cost approaches. As the acquirees are both private companies, the fair value estimates of previously held equity interests or noncontrolling interests are based on significant inputs considered by market participants which mainly include (a) discount rate, (b) projected terminal value based on future cash flow (c) financial multiple of companies in the same industry and (d) adjustment for lack of control or lack of marketability.

## 6. Accounts Receivable, Net

The following table sets out the balance of accounts receivable excluding notes receivable as of December 31, 2020 and 2021 (in thousands):

	<b>As of December 31,</b>	
	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>
Accounts receivable, gross	756,262	799,389
Allowance for credit losses	(189,460)	(360,680)
Accounts receivable, net	566,802	438,709

The following table sets out the balance of notes receivable as of December 31, 2020 and 2021 (in thousands):

	<b>As of December 31,</b>	
	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>
Notes receivable, gross	113,808	37,520
Allowance for credit losses	(4,994)	(19,294)
Notes receivable, net	108,814	18,226

The following table presents the movement of the allowance for credit losses (in thousands):

	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Balance as of January 1,	78,178	118,301	194,454
Additional allowance for credit losses, net of recoveries	43,853	80,878	185,520
Write-off	(3,730)	(4,725)	—
Balance as of December 31,	118,301	194,454	379,974

## 7. Prepayments and Other Current Assets

The following is a summary of prepayments and other current assets (in thousands):

	As of December 31,	
	2020 RMB	2021 RMB
Prepaid rental and deposits	8,695	15,798
Prepayments to suppliers and other business related expenses	23,896	19,383
Receivables related to exercise of employee options	4,696	4,105
Costs to fulfill contracts with customers	89	5,087
Others	5,470	4,990
<b>Total</b>	<b>42,846</b>	<b>49,363</b>

Prepayments to suppliers and other business related expenses mainly consist of business related staff advances, in-house produced content costs and the Group's prepaid content licenses fee to third-party content suppliers for the rights to access and present on the Group's website the content produced by these suppliers during a certain period. These content licenses generally have a license period of one to three years, and are amortized over the license period on a straight-line basis. The portion of the prepaid content license costs that relates to the license period for more than 12 months from the balance sheet date is classified as other non-current assets.

## 8. Property and Equipment, Net

The following is a summary of property and equipment, net (in thousands):

	As of December 31,	
	2020 RMB	2021 RMB
Computers, equipment and furniture	170,850	107,513
Motor vehicles	5,736	5,721
Leasehold improvements	42,087	42,364
<b>Total</b>	<b>218,673</b>	<b>155,598</b>
Less: accumulated depreciation	(156,024)	(126,547)
<b>Net book value</b>	<b>62,649</b>	<b>29,051</b>

Depreciation expenses for the years ended December 31, 2019, 2020 and 2021 were RMB34.1 million, RMB32.5 million and RMB21.1 million, respectively.

## 9. Intangible Assets, Net

The following table summarizes the Group's intangible assets, net (in thousands):

	As of December 31,	
	2020 RMB	2021 RMB
Computer software	18,314	20,243
Licensed copyrights of reading content	15,709	28,657
Audio content	11,683	12,907
Trademark and Domain name	158	158
<b>Total</b>	<b>45,864</b>	<b>61,965</b>
Less: amortization	(22,896)	(28,649)
impairment	(10,572)	(10,821)
<b>Net book value</b>	<b>12,396</b>	<b>22,495</b>

The Group recognized impairment losses on intangible assets of nil, RMB10.6 million and RMB0.4 million for the years ended December 31, 2019, 2020 and 2021, respectively. The Group performed an impairment test and recognized an impairment charge of RMB0.4 million on licensed copyrights of reading content for the year ended December 31, 2021, which were mainly caused by the negative impact of the COVID-19 outbreak in 2021, as well as the tightening of rules and regulations on digital reading in China and in line with the broader market conditions reflecting the trend towards free online reading.

Amortization expenses for the years ended December 31, 2019, 2020 and 2021 were RMB15.4 million, RMB6.4 million and RMB7.4 million, respectively. Based on the current amount of intangible assets subject to amortization, the estimated amortization expenses for each of the following five years are as follows: 2022: RMB8.2 million, 2023: RMB7.1 million, 2024 RMB4.3 million, 2025: RMB2.0 million and 2026: RMB0.8 million.

## 10. Available-for-sale Debt Investments

### *Investments in Particle*

As of January 1, 2019, the Company held Series B, Series C and Series D1 convertible redeemable preferred shares of Particle Inc. (“Particle”), representing 37.63% equity interests of Particle on an as-if converted basis, which had been accounted for as available-for-sale debt investments.

The Company entered into a share purchase agreement (the “SPA”) with Run Liang Tai Management Limited, or Run Liang Tai, and its designated entities (the “Proposed Buyers”) on March 22, 2019 and entered into a supplemental agreement (the “Supplemental Agreement”) to the SPA on July 23, 2019 for its proposed sale of 34% equity interest of Particle on an as-if converted basis. According to the Supplemental Agreement, the Company agreed to transfer 212,358,165 preferred shares of Particle with a total purchase price of US\$448 million. In addition, the Company agreed that the Proposed Buyers may pay the purchase price in several installments and deliver the preferred shares of Particle to the Proposed Buyers in batches. In November 2019, the Company transferred the first batch of 94,802,752 preferred shares of Particle to the Proposed Buyers, corresponding to US\$200 million of consideration fully received before August 10, 2019, and recognized a gain on disposal of available-for-sale debt investments of RMB1,001.2 million in the consolidated statements of comprehensive income/(loss) for the year ended December 31, 2019.

In August 2020, the Company signed a new share purchase agreement (the “New SPA”) with Run Liang Tai, which replaced the Company’s previous agreements with Run Liang Tai for the sale of the Company’s remaining investment in Particle. Under the New SPA, the rights and obligations of both the Proposed Buyers and the Company with respect to the second batch of preferred shares under the previous agreements were terminated, and instead, the Company agreed to sell 140,248,775 preferred shares of Particle to the Proposed Buyers at a total purchase price of US\$150 million and a per share purchase price of US\$1.0695. On August 10, 2020, the Proposed Buyers paid approximately US\$99.3 million to the Company under the New SPA, which represented the difference between the total purchase price and the US\$50 million deposit already paid by the Proposed Buyers to the Company under the previous agreements plus certain other accrued interests. The transaction was closed on October 19, 2020 and the Company recognized a gain on disposal of available-for-sale debt investments of RMB477.3 million in the consolidated statements of comprehensive income/(loss) for the year ended December 31, 2020. Meanwhile, the Company recognized a gain on changes in fair value of forward contract in relation to disposal of investments in Particle of RMB4.4 million and RMB16.1 million for the years ended December 31, 2019 and 2020, respectively.

In August 2020, the Company acquired 4,584,209 Series D1 preferred shares of Particle from Run Liang Tai, which were previously pledged to the Company to secure the repayment of an interest-free loan related to co-sale of Particle shares with the principal of approximately US\$9.7 million granted by the Company to Run Liang Tai. The Company recognized a loss on changes in fair value of loan related to co-sale of Particle shares of RMB24.5 million for the year ended December 31, 2020. As of December 31, 2021, the Company holds 4,584,209 Series D1 convertible redeemable preferred shares of Particle, which represents approximately 0.60% equity interest of Particle on an as-if converted basis. The fair value of available-for-sale debt investments in Particle was RMB30.7 million and RMB23.4 million as of December 31, 2020 and 2021, respectively.

The Company has determined that its investments in convertible redeemable preferred shares of Particle are not considered in-substance common stock but considered debt securities as the preferred shares of Particle are redeemable at the option of the Company and are therefore not within the scope of ASC 323 *Equity Method and Joint Ventures*. The Company’s investments in convertible redeemable preferred shares of Particle are classified as available-for-sale debt investments and reported at fair value, which is estimated by management after considering valuation reports prepared by a reputable and independent appraisal firm on a recurring basis. Refer to Note 20 for details.

## **10. Available-for-sale Debt Investments (Continued)**

### ***Investments in Fengyi Technology***

In December 2018, the Group acquired 40% equity interest of Henan Fengyi Feiyang Network Technology Limited (“Fengyi Technology”) with a consideration of RMB2.0 million. Fengyi Technology mainly engages in advertising service in China. As the investment in Fengyi Technology is redeemable at the option of the Group, it is not considered in-substance common stock but considered debt securities. The Group’s investment in Fengyi Technology is classified as available-for-sale debt investments and reported at fair value. The Group had fully written down the whole investment in Fengyi Technology and recognized an impairment loss of RMB2.0 million in 2020.

### ***Investments in Humanistic Intelligence***

In April 2020, through a series of debt restructuring transactions, the Group acquired 19.99% of the equity interest in Phoenix FM (Beijing) Information Technology Co., Ltd., (“FM Beijing”), the former subsidiary of Phoenix FM Limited (“Phoenix FM”), which had been fully impaired in 2015. In August 2020, the Group acquired 6.04% equity interest of Humanistic Intelligence Inc. (“Humanistic Intelligence”) through a share exchange transaction related to FM Beijing, and recognized a gain of RMB6.0 million from the transaction, which was included in the income/(loss) from equity method investments, net of impairment item in the consolidated statements of comprehensive income/(loss) of 2020. As the investment in Humanistic Intelligence is redeemable at the option of the Group, it is not considered in-substance common stock but considered debt securities. The Group’s investment in Humanistic Intelligence is classified as available-for-sale debt investments and reported at fair value. As of December 31, 2020 and 2021, the fair value of investment in Humanistic Intelligence was RMB6.0 million and RMB6.0 million, respectively.

As the Group does not expect to sell or redeem the investments mentioned above within one year, the available-for-sale debt investments are classified as long-term available-for-sale debt investments. Total accumulated unrealized loss on available-for-sale debt investments recorded in accumulated other comprehensive income excluding tax effect were RMB8.0 million and RMB15.3 million as of December 31, 2020 and 2021, respectively. The total fair value of available-for-sale debt investments were RMB36.7 million and RMB29.4 million as of December 31, 2020 and 2021, respectively (see Note 20).

## **11. Equity Investments**

### ***Equity method investments***

The Group applies the equity method of accounting to account for its equity investments in common stock or in-substance common stock and limited-partnership investments in entities, over which it has significant influence but does not own a majority equity interest or otherwise control.

The Group holds 50% equity interest in Tianbo. Before April 1, 2019, as the Group had significant influence over financial and operating decision-making of Tianbo, it accounted for the 50% equity interest in Tianbo by using the equity method of accounting. In April 2019, the Group obtained control over financial and operation decision-making of Tianbo and could consolidate Tianbo (see Note 5). Therefore, Tianbo has been a subsidiary of the Company’s VIE since April 1, 2019.

The Group used equity method to account for investments in limited partnership unless the Group’s interest is so minor and has virtually no influence over the operating and financial policies of the partnership. In 2020, the Group made new investments in two limited partnerships with total considerations of RMB60.0 million, and accounted for the investments under equity method as significant influence could be imposed by the Group. The two limited partnerships mainly engage in private equity investments. The carrying value of investments in the two limited partnerships were RMB59.8 million and RMB60.2 million as of December 31, 2020 and 2021, respectively. The Company recognized losses from investments in these limited partnerships of RMB0.2 million in 2020 and income from investments in these limited partnerships of RMB0.4 million in 2021. The income or losses from investments in these limited partnerships were mainly attributable to the changes in estimated fair value of the underlying investments held by the limited partnerships.



## **11. Equity Investments (Continued)**

### ***Equity method investments (Continued)***

Despite holding 100% ordinary shares of Phoenix FM, the Company accounted for its investment in Phoenix FM as an equity investment since the Company did not control Phoenix FM due to substantive participating rights that have been provided to IDG-Accel China Growth Fund III L.P. and IDG-Accel China III Investors L.P. (collectively referred to as IDG), who invested in preferred shares of Phoenix FM. The Group had fully written down the whole investment in Phoenix FM in 2015. In April 2020, IDG transferred all of its investment in Phoenix FM to the Company and Phoenix FM became a wholly owned subsidiary of the Company.

The Group holds 31.54% equity interest of Shenzhenshi Fenghuang Jingcai Network Technology Co., Ltd. (“Fenghuang Jingcai”) and had fully written down the whole investment in Fenghuang Jingcai in 2015. The Group no longer records share of losses in Fenghuang Jingcai, as the carrying value of equity investments in it had been reduced to zero. Meanwhile, the Group has no future obligations to fund Fenghuang Jingcai.

### ***Other equity investments***

The Group holds 4.69% equity interest of Beijing Phoenix Lilita Information Technology Co., Ltd. (“Lilita”). Lilita is principally engaged in P2P lending and reward-based crowd-funding businesses. The Group had fully written down the whole investment in Lilita in 2017.

The Group holds 0.3% equity interest of Lifeix Inc. (“Lifeix”), which had been fully impaired in 2015. Lifeix is the operator of the life station websites L99.com and Lifeix.com.

In August 2017, the Group acquired 8% equity interest of Shenzhenshi Kuailai Technology Co., Ltd. (“Kuailai”) with a consideration of RMB0.2 million. Kuailai operates Xunhutai, a life-style information application in China. The Group had fully written down the whole investment in Kuailai and recognized an impairment loss of RMB0.2 million in 2020.

In November 2018, the Group acquired 10% equity interest of Yitong Technology (Hangzhou) Limited (“Yitong Technology”) by investing in newly issued shares of Yitong Technology with a total consideration of RMB13.0 million. Yitong Technology mainly engages in big data application development and operation in China. As the Group’s equity investment in Yitong Technology has preferred liquidation rights, it is not considered as in-substance common stock, and should be measured at fair value, with changes in the fair value recognized through net income/(loss). As the investments in Yitong Technology lack readily determinable fair values, the Group elects to record the investments at cost, less impairment, plus or minus subsequent adjustments for observable price changes (referred to as the measurement alternative). Under this measurement alternative, changes in the carrying value of the investments will be recognized in consolidated statement of comprehensive income/(loss), whenever there are observable price changes in orderly transactions for the identical or similar investment of the same issuer. As of December 31, 2020 and 2021, the carrying value of equity investment in Yitong Technology was RMB13.0 million and RMB13.0 million, respectively.

## 11. Equity Investments (Continued)

### Other equity investments (Continued)

In December 2020, the Group acquired 3.78% equity interest in Guangzhou Kesheng Jiada Network Partnership (“Kesheng Jiada”), representing 1.0% indirect equity interests in 4K Garden Network Technology (Guangzhou) Co., Ltd. (“4K Garden”) with a consideration of RMB10.0 million. In January 2021, the Group acquired additional 1.89% partnership interests in Kesheng Jiada with a consideration of RMB5.0 million. The Group had totally 5.67% equity interest in Kesheng Jiada, representing 1.5% indirect equity interests in 4K Garden. 4K Garden focuses on developing 4K ultra HD content ecosystem and related technology and 5G+ ultra HD application technology platform and Kesheng Jiada is a special purpose vehicle that holds equity interests in 4K Garden. As the investments in Kesheng Jiada lack readily determinable fair values, the Group elects to use the measurement alternative. As of December 31, 2020 and 2021, the carrying value of the equity investment was RMB10.0 million and RMB15.0 million, respectively.

In December 2020, the Group entered into an investment agreement with a private equity fund to invest a total of RMB30.0 million in it. The Group invested RMB12.0 million in the private equity fund in December 2020 and invested additional RMB9.0 million in it in February 2021. As of December 31, 2020 and 2021, the carrying value of equity investment in the private equity fund was RMB12.0 million and RMB22.9 million, respectively. The Group accounts for the investment using NAV as a practical expedient under ASC 820.

## 12. Goodwill

The changes in the carrying amount of goodwill are as follows (in thousands):

	<b>Tianbo Business</b>
	<b>RMB</b>
Balance as of December 31, 2019	22,786
Goodwill impairment	(22,786)
Balance as of December 31, 2020	—

The Group first applied the qualitative assessment and then performed the goodwill impairment test by quantitatively comparing the fair values of the reporting unit to its carrying amounts. A goodwill impairment is the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The fair value of a reporting unit is determined by income approach based on the Group’s best estimate, which uses valuation techniques to convert the reporting unit’s future amounts to a single present value amount. Caused by the negative impact of the COVID-19 outbreak in 2020 and the tightening of rules and regulations on real estate market in China as well as intensified industry competition, the Group performed an impairment test and recognized an impairment charge of RMB22.8 million for the Tianbo reporting unit for the year ended December 31, 2020. The Group recorded an impairment charge of nil, RMB22.8 million and nil for the years ended December 31, 2019, 2020 and 2021, respectively.

## 13. Other Non-Current Assets

The following is a summary of other non-current assets (in thousands):

	<b>As of December 31,</b>	
	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>
Rental deposits	7,975	2,263
Non-current portion of prepayments to suppliers and other business related expenses	1,289	466
Others	489	489
Total	9,753	3,218

#### 14. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities are comprised of (in thousands):

	As of December 31,	
	2020 RMB	2021 RMB
Deposits from advertising agencies and customers	16,266	16,518
Accrued professional fees	5,246	3,334
Advertising and promotion expenses payables and accruals	18,247	5,036
General operating expenses payables and accruals	65,732	65,755
Deposits from potential house buyers	49,210	17,217
Others	17,675	15,383
<b>Total</b>	<b>172,376</b>	<b>123,243</b>

As the agent of real estate developers, the Group sells coupons issued by real estate developers that enable individual property buyers to purchase specified properties from real estate developers at a discounted price. Coupons purchase price are collected initially by the Group upfront from the property buyers, and subsequently, the coupon purchase price will be remitted to the real estate developers when property buyers use the coupons to purchase the specified properties, or will be refunded to property buyers if they decide not to buy. The coupons purchase price paid by the property buyers are recorded in accrued expenses and other current liabilities in the Group's consolidated balance sheets.

#### 15. Cost of Revenues

The cost of revenues is as follows (in thousands):

	For the Years Ended December 31,		
	2019 RMB	2020 RMB	2021 RMB
Revenue sharing fees	25,157	19,550	27,673
Content and operational costs	603,573	482,641	513,449
Bandwidth costs	54,600	57,095	56,275
<b>Total</b>	<b>683,330</b>	<b>559,286</b>	<b>597,397</b>

#### 16. Income Taxes

##### *Income Tax Expense and Effective Tax Rate*

The provisions for income tax expense are summarized as follows (in thousands):

	For the Years Ended December 31,		
	2019 RMB	2020 RMB	2021 RMB
Current tax expense	23,219	32,156	25,903
Deferred tax benefit	(1,269)	(13,179)	(5,322)
<b>Income tax expense</b>	<b>21,950</b>	<b>18,977</b>	<b>20,581</b>

The components of income before tax and income tax expense for PRC and non-PRC continuing operations are as follows (in thousands):

	For the Years Ended December 31,		
	2019 RMB	2020 RMB	2021 RMB
(Loss)/income arising from PRC continuing operations	(267,276)	28,133	(235,019)
Income/(loss) arising from non-PRC continuing operations	958,986	418,489	(17,466)
<b>Income/(loss) before tax from continuing operations</b>	<b>691,710</b>	<b>446,622</b>	<b>(252,485)</b>
Income tax expense relating to PRC operations	21,952	18,977	20,581
Income tax benefit relating to non-PRC operations	(2)	—	—
<b>Income tax expense</b>	<b>21,950</b>	<b>18,977</b>	<b>20,581</b>
Effective tax rate for PRC continuing operations	(8.2)%	67.5%	(8.8)%
Effective tax rate for the Group	3.2%	4.2%	(8.2)%

## 16. Income Taxes (Continued)

### *Income Tax Expense and Effective Tax Rate (Continued)*

#### *Cayman Islands (“Cayman”)*

Under the relevant current laws of the Cayman Islands, corporate income, capital gains or other direct taxes are not imposed on corporations in the Cayman Islands. In addition, dividend payments are not subject to withholding taxes in the Cayman Islands. The Company recognized gain on disposal of available-for-sale debt investments of RMB1,001.2 million and RMB477.3 million in the consolidated statements of comprehensive income/(loss) for the years ended December 31, 2019 and 2020, respectively, which was not subject to any corporate income or capital gains taxes under the current laws of the Cayman Islands.

#### *British Virgin Islands (“BVI”)*

The Group’s subsidiaries incorporated in the British Virgin Islands are exempted from income tax on their foreign-derived income and are not subject to withholding taxes.

#### *Hong Kong*

Subsidiaries in Hong Kong are subject to 16.5% Hong Kong profit tax on their taxable income generated from operations in Hong Kong. On April 1, 2018, a two-tiered profits tax regime was introduced. The profits tax rate for the first HK\$2 million of profits of corporations is lowered to 8.25%, while profits above that amount continue to be subject to the tax rate of 16.5%.

#### *PRC*

Each of the Group’s PRC subsidiaries, VIEs and subsidiaries of the VIEs are obligated to pay income tax in the PRC. The PRC Corporate Income Taxes Law (“CIT Law”) generally applies an income tax rate of 25% to all enterprises, but grants preferential tax treatment to High and New Technology Enterprises (“HNTEs”) and Software Enterprises. Under these preferential tax treatments, HNTEs are entitled to an income tax rate of 15%, subject to a requirement that they re-apply for HNTE status every three years and Software Enterprises are entitled to an income tax exemption for two years beginning from its first profitable year and a 50% reduction to a rate of 12.5% for the subsequent three years.

Fenghuang On-line was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Fenghuang On-line was subject to a 15% income tax rate from 2019 to 2021.

Tianying Jiuzhou was qualified as an HNTE in 2017 and 2020, respectively, and therefore, Tianying Jiuzhou was subject to a 15% income tax rate from 2019 to 2021.

In 2017 and 2020, Fenghuang Yutian was qualified as an HNTE, respectively, and therefore, Fenghuang Yutian was subject to a 15% income tax rate from 2019 to 2021.

In 2016, Fenghuang Borui was qualified as a Software Enterprise and was subject to a 12.5% income tax rate from 2019 to 2020. In 2021, Fenghuang Borui was qualified as an HNTE, and therefore, Fenghuang Borui was subject to a 15% income tax rate in 2021.

All other PRC incorporated entities of the Group were subject to a 25% income tax rate for all the years presented.

## 16. Income Taxes (Continued)

### *Income Tax Expense and Effective Tax Rate (Continued)*

The CIT Law also provides that an enterprise established under the laws of foreign countries or regions but whose “de facto management body” is located in the PRC be treated as a resident enterprise for PRC tax purposes and consequently be subject to the PRC income tax at the rate of 25% for its global income. On April 22, 2009, the State Administration of Taxation (“SAT”) issued a circular, known as Circular 82, which provides certain specific criteria for determining whether the “de facto management body” of a PRC-controlled enterprise that is incorporated offshore is located in China. Under Circular 82, an offshore incorporated enterprise controlled by a PRC enterprise or a PRC enterprise group will be regarded as a PRC tax resident by virtue of having its “de facto management body” in China and will be subject to PRC enterprise income tax on its global income only if all of the following conditions are met: (i) the primary location of the day-to-day operational management is in the PRC; (ii) decisions relating to the enterprise’s financial and human resource matters are made or are subject to approval by organizations or personnel in the PRC; (iii) the enterprise’s primary assets, accounting books and records, company seals, and board and shareholder resolutions, are located or maintained in the PRC; and (iv) at least 50% of voting board members or senior executives habitually reside in the PRC. The Company and its offshore subsidiaries have never been treated as resident enterprises for PRC tax purposes.

### *Withholding Tax on Undistributed Dividends*

The CIT Law imposes a 10% withholding income tax on dividends distributed by foreign invested enterprises in the PRC to their immediate holding companies outside the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign holding company. A holding company in Hong Kong, for example, will be subject to a 5.0% withholding tax rate under an arrangement between the PRC and the Hong Kong Special Administrative Region on the “Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital,” if such holding company is considered a non-PRC resident enterprise and holds at least 25.0% of the equity interest in the PRC foreign invested enterprise distributing the dividends, subject to approval of the PRC local tax authority. However, if the Hong Kong holding company is not considered to be the beneficial owner of such dividends under applicable PRC tax regulations, such dividend will remain subject to a withholding tax rate of 10%.

The PRC subsidiaries, VIEs and subsidiaries of VIEs have not paid dividends in the past and do not have any present plans to declare and pay any dividends on the Company’s ordinary shares or ADSs in the near future and the Group currently intends to retain most, if not all, of its available funds and any future earnings to operate and expand the business. Accordingly, the Company does not intend to have its PRC subsidiaries distribute any undistributed profits of such subsidiaries to their direct overseas parent companies, but rather intends that such profits will be permanently reinvested in such subsidiaries to further expand their business in the PRC. As of December 31, 2021, the Company did not record any withholding tax on the retained earnings of its foreign invested enterprises in the PRC. Aggregate undistributed earnings of the Group’s entities located in the PRC that were available for distribution to the Company as of December 31, 2020 and 2021 were approximately RMB782.1 million and RMB587.4 million, respectively. The amounts of the unrecognized deferred tax liability on the permanently reinvested earnings were RMB78.2 million and RMB58.7 million as of December 31, 2020 and 2021, respectively.

**16. Income Taxes (Continued)**

**Income Tax Expense and Effective Tax Rate (Continued)**

*Reconciliation of the Differences between Statutory Tax Rate and the Effective Tax Rate*

Reconciliation of the differences between PRC statutory income tax rate and the Group's effective income tax rate for the years ended December 31, 2019, 2020 and 2021 is as follows:

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	%	%	%
Statutory income tax rate	25.0	25.0	25.0
Permanent differences (1)	(2.8)	(1.9)	(2.4)
Change in valuation allowance	9.9	2.7	(23.6)
Effect of preferential tax treatment	5.5	1.8	(5.3)
Uncertain tax positions	0.2	0.1	(0.1)
Tax rate difference from statutory rate in other jurisdictions (2)	(34.6)	(23.5)	(1.8)
Effective income tax rate	<u>3.2</u>	<u>4.2</u>	<u>(8.2)</u>

Notes:

(1) Permanent differences mainly included the tax-deductible expenses of the research and development expenses so incurred in a year in determining their tax assessable profits for that year for enterprises engaging in research and development activities, as 175% of the research and development expenses could be tax-deductible, according to policies promulgated by the State Tax Bureau of the PRC.

(2) Tax rate difference from statutory rate in other jurisdictions for 2019 and 2020 had significant influence on the Group's effective income tax rates, which was mainly attributable to the fact that the Company recognized significant amount of gain on disposal of available-for-sale debt investments in the consolidated statements of comprehensive income/(loss) for the years ended December 31, 2019 and 2020, respectively, and thus the Group had significant amount of income arising from non-PRC operations for 2019 and 2020.

The combined effects of the income tax exemption and other preferential tax treatment available to the Group are as follows (in thousands, except per share data):

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	RMB	RMB	RMB
Effect of preferential tax treatment	(38,077)	(7,934)	(13,468)
Basic net income/(loss) per share effect	(0.07)	(0.01)	(0.02)

**Withholding Tax on gain from the disposal of available-for-sale debt investments in Particle**

The Company is subject to PRC withholding tax of 10% on the gain recognized from the disposal of available-for-sale debt investments in Particle, with any relevant tax adjustments if applicable, as regulated by the *Public Notice on Several Issues regarding Enterprise Income Tax for Indirect Property Transfer by Non-resident Enterprises*, or SAT Circular 7, issued on February 3, 2015, and the *Public Notice Regarding Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source*, or SAT Public Notice 37, issued on October 17, 2017. The accrued withholding taxes of gain on disposal of available-for-sale debt investments were RMB220.8 million as of December 31, 2021, which may vary with the actual withholding tax to be paid in the future. The difference between the currently calculated withholding tax and the actual withholding tax to be paid will be recognized as gain or loss on disposal of available-for-sale debt investments in the period when the Company actually settles the withholding tax with the tax authorities in PRC.

**16. Income Taxes (Continued)**

***Deferred Tax Assets and Liabilities***

The tax effects of temporary differences that give rise to the deferred tax assets and liabilities balances as of December 31, 2020 and 2021 are as follows (in thousands):

	As of December 31,	
	2020	2021
	RMB	RMB
<b>Deferred tax assets:</b>		
Provision of allowance for credit losses	48,161	92,997
Accrued payroll and expenses and others	28,716	25,725
Net operating loss carryforward	137,799	160,863
Less: valuation allowance	(127,809)	(187,396)
Total deferred tax assets, net	86,867	92,189
	As of December 31,	
	2020	2021
	RMB	RMB
<b>Deferred tax liabilities:</b>		
Equity investments acquired in disposal of subsidiaries	1,312	1,312

As of December 31, 2021, the Group had net operating loss of approximately RMB966.7 million, which can be carried forward to offset future taxable income. Net operating loss carry forward of RMB19.3 million, RMB25.4 million, RMB23.3 million, RMB28.9 million and RMB869.8 million will expire in 2022, 2023, 2024, 2025 and years after 2025, respectively, if not utilized.

***Movement of Valuation Allowance***

Valuation allowance is provided against deferred tax assets when the Group determines that it is more likely than not that the deferred tax assets will not be utilized in the future. In making such determination, the Group considered factors including future reversals of existing taxable temporary differences, future profitability and tax planning strategies. Valuation allowance was mainly provided for net operating loss carry forward because it was more likely than not that such deferred tax assets will not be realized based on the Group's estimate of its future taxable income.

The following table sets forth the movement of the valuation allowance for deferred tax assets (in thousands):

	2019	2020	2021
	RMB	RMB	RMB
Balance as of January 1,	47,386	115,793	127,809
Additions	68,209	15,692	61,716
Increase from an acquired subsidiary	997	—	—
Reversals	(799)	(3,676)	(2,129)
Balance as of December 31,	115,793	127,809	187,396

**16. Income Taxes (Continued)**

***Uncertain Tax Positions***

A reconciliation of the beginning and ending amount of liabilities associated with uncertain tax positions is as follows (in thousands):

	<u>2019</u>	<u>2020</u>	<u>2021</u>
	RMB	RMB	RMB
Balance as of January 1,	26,131	27,612	28,182
Increase related to current year tax positions	1,481	570	148
Balance as of December 31,	<u>27,612</u>	<u>28,182</u>	<u>28,330</u>

The Group did not accrue any potential penalties and interest related to these uncertain tax positions for all years presented on the basis that the likelihood of penalties and interest being charged is not considered to be probable.

The amounts of uncertain tax positions listed above are based on the recognition and measurement criteria of ASC 740. However, due to the uncertain and complex application of tax regulations, it is possible that the ultimate resolution of uncertain tax positions may result in liabilities which could be materially different from these estimates. In such an event, the Group will record additional tax expense or tax benefit in the period in which such resolution occurs. The Group does not expect changes in uncertain tax positions recognized as of December 31, 2021 to be material in the next twelve months. In accordance with PRC Tax Administration Law on the Levying and Collection of Taxes, the PRC tax authorities generally have up to five years to claw back underpaid tax plus penalties and interest for PRC entities' tax filings. In the case of tax evasion, which is not clearly defined in the law, there is no limitation on the tax years open for investigation. Accordingly, the PRC entities' tax years from 2017 to 2021 remain subject to examination by tax authorities. There are no ongoing examinations by tax authorities as of December 31, 2021.



## 17. Ordinary Shares

The Company has Class A ordinary shares and Class B ordinary shares which are all at par value of US\$0.01 each. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except that holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 1.3 votes per share. The Parent, which is wholly owned by Phoenix TV, holds Class B ordinary shares, each of which is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

As of December 31, 2020, there were 264,998,965 and 317,325,360 Class A and Class B ordinary shares issued and outstanding, respectively. As of December 31, 2021, there were 264,998,965 and 317,325,360 Class A and Class B ordinary shares issued and outstanding, respectively.

## 18. Share-based Compensation

Share-based compensation recognized in costs and expenses for the years ended December 31, 2019, 2020 and 2021 are as follows (in thousands):

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Cost of revenues	5,173	2,613	3,052
Sales and marketing expenses	1,402	1,764	1,704
General and administrative expenses	4,041	3,648	3,244
Technology and product development expenses	1,243	1,358	1,582
<b>Total</b>	<b>11,859</b>	<b>9,383</b>	<b>9,582</b>

The Group recognized share-based compensation, net of estimated forfeitures, on a graded-vesting basis over the vesting term of the awards. There was no income tax benefit recognized in the consolidated statements of comprehensive income/(loss) for share-based compensation and the Group did not capitalize any of the share-based compensation as part of the cost of any asset in the years ended December 31, 2019, 2020 and 2021.

For the years ended December 31, 2019, 2020 and 2021, the Group recognized share-based compensation net of forfeitures for options and restricted share unit of RMB11.9 million, RMB9.4 million and RMB9.6 million, respectively.

### *Share Options of the Company*

In June 2018, the Company adopted a Share Option Scheme (the “June 2018 Scheme”), which permit the grant of options to its eligible recipients for up to 10% of the ordinary shares in issue (the “Limit”) on the effective dates of the schemes. The total number of ordinary shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the schemes and any other share option schemes of the Company shall not exceed 30% of the ordinary shares in issue from time to time. The Company may seek approval from its shareholders to refresh the Limit provided that the Limit as refreshed shall not exceed 10% of the ordinary shares of the Company in issue as at the date of approval, and options previously granted will not be counted for the purpose of calculating the Limit as refreshed. Any outstanding option lapse in accordance with the terms of the schemes will not be counted for the purpose of calculating the Limit. Option awards are granted with an exercise price determined by the board of directors. Those option awards vest over a period of four years and expire in ten years.

**18. Share-based Compensation (Continued)**

A summary of the Company's share option activities for the years ended December 31, 2019, 2020 and 2021 is presented below:

	Number of Options	Weighted Average Exercise Price US\$	Weighted Average Remaining Contractual Life Years	Aggregate Intrinsic Value US\$ in Million
Outstanding as of January 1, 2019	34,251,734	0.47	6.4	—
Granted	15,794,018	0.48		
Forfeited and expired	(7,128,379)	0.49		
Exercised	(174,373)	0.43		—
Outstanding as of December 31, 2019	42,743,000	0.47	6.4	—
Granted	11,330,103	0.19		
Forfeited and expired	(1,847,750)	0.48		
Exercised	—	—		—
Outstanding as of December 31, 2020	52,225,353	0.41	6.2	—
Granted	1,730,000	0.21		
Forfeited and expired	(3,616,991)	0.43		
Exercised	—	—		—
Outstanding as of December 31, 2021	50,338,362	0.40	5.5	—
Exercisable as of December 31, 2021	33,820,775	0.45	4.2	—
Vested and expected to vest as of December 31, 2021	42,963,310	0.42	5.0	—

The aggregate intrinsic value of options outstanding, exercisable and vested and expected to vest as of December 31, 2021 was calculated as the difference between the Company's closing stock price of US\$0.86 per ADS, or US\$0.11 per share as of that date, and the exercise price of the underlying options. The aggregate intrinsic value of options exercised was calculated as the difference between the market value on the date of exercise and the exercise price of the underlying options.

As disclosed in Note 2(y), the Company's share-based compensation is measured at the value of the award as calculated under the Black-Scholes option pricing model. The Company estimated the expected volatility at the date of grant based on average annualized standard deviation of the share price of comparable listed companies. The Company has no history or expectation of paying regular dividends on its ordinary shares. The Company estimated the expected term based on the vesting schedule and the exercise period of the options. Risk-free interest rates are based on the derived market yield of the U.S. Treasury securities with an estimated country-risk differential as of the valuation date. The key assumptions used in determining the fair value of options granted during the years ended December 31, 2019, 2020 and 2021 are as follows:

	For the Years Ended December 31,		
	2019	2020	2021
Expected volatility rate	55.92%-77.98%	58.59%-74.15%	65.34%-68.45%
Expected dividend yield	—	—	—
Expected term (years)	1.00-6.16	0.50-6.16	6.16
Risk-free interest rate (per annum)	2.33%-3.12%	1.14%-2.37%	1.32%-1.72%

The weighted-average grant date fair value of options granted for the years ended December 31, 2019, 2020 and 2021 were US\$0.48, US\$0.19 and US\$0.21, respectively.

**18. Share-based Compensation (Continued)**

As of December 31, 2021, there was RMB3.2 million of unrecognized share-based compensation for options, adjusted for estimated forfeitures. The unrecognized share-based compensation is expected to be recognized over a weighted-average period of 2.2 years.

***Share-based Awards of the Company's Subsidiaries, VIEs and Subsidiaries of the VIEs***

One of the Company's subsidiaries, Fread Limited, adopted a restricted share unit scheme in March 2018 to grant a total of 2,000,000 restricted share units to employees (the "2018 Fread RSU Scheme"). There were 920,000, nil and nil restricted share units of Fread Limited granted under the 2018 Fread RSU Scheme for the years ended December 31, 2019, 2020 and 2021, respectively. For the years ended December 31, 2019, 2020 and 2021, Fread Limited recognized share-based compensation net of forfeitures of RMB3.8 million, RMB0.3 million and RMB1.1 million, respectively.

**19. Segments**

The Group currently operates in two principal operating segments: net advertising services and paid services. Information provided to the CODM is at the gross margin level. The Group currently does not allocate operating expenses or assets to its segments, as its CODM does not use such information to allocate resources to or evaluate the performance of the operating segments.

The following table presents summarized information by segments (in thousands):

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
<b>Revenues</b>			
Net advertising services	1,194,761	1,113,017	930,025
Paid services	<u>133,020</u>	<u>95,828</u>	<u>100,306</u>
Total revenues	1,327,781	1,208,845	1,030,331
<b>Cost of revenues</b>			
Net advertising services	623,787	523,813	566,443
Paid services	<u>59,543</u>	<u>35,473</u>	<u>30,954</u>
Total cost of revenues	683,330	559,286	597,397
<b>Gross profit</b>			
Net advertising services	570,974	589,204	363,582
Paid services	<u>73,477</u>	<u>60,355</u>	<u>69,352</u>
Total gross profit	<u><u>644,451</u></u>	<u><u>649,559</u></u>	<u><u>432,934</u></u>

## 20. Fair Value Measurements

### *Assets and Liabilities Measured and Disclosed at Fair Value on a Recurring Basis*

In accordance with ASC 820, the Group measures term deposits and short term investments, restricted cash, available-for-sale debt investments and forward contract at fair value on a recurring basis.

The following table sets forth the financial instruments, measured at fair value on a recurring basis, by level within the fair value hierarchy (in thousands):

	<b>Fair Value Measurements at Reporting Date Using</b>			
	<b>Carrying Value on Balance Sheets</b>	<b>Quote Prices in Active Market for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
<b>As of December 31, 2020:</b>				
Assets:				
Term deposits and short term investments	1,280,033	—	1,280,033	—
Restricted cash	31,039	31,039	—	—
Available-for-sale debt investments	36,662	—	—	36,662
<b>As of December 31, 2021:</b>				
Assets:				
Term deposits and short term investments	1,309,028	—	1,309,028	—
Restricted cash	15,618	15,618	—	—
Available-for-sale debt investments	29,401	—	—	29,401

The following table sets forth the reconciliation of the fair value measurements of available-for-sale debt investments from January 1, 2019 to December 31, 2021 (in thousands):

	<b>Fair Value Measurements of Available-for-sale Debt Investments</b>
	<b>RMB</b>
Beginning balance as of January 1, 2019	1,961,474
Change in fair value	1,385,379
Disposal of part available-for-sale debt investments	(1,390,031)
Currency translation adjustment	57,715
Ending balance as of December 31, 2019	<u>2,014,537</u>
Change in fair value	(985,704)
Disposal of part available-for-sale debt investments	(1,005,150)
Additional investments	49,041
Currency translation adjustment	(34,062)
Impairment	(2,000)
Ending balance as of December 31, 2020	<u>36,662</u>
Change in fair value	(6,611)
Currency translation adjustment	(650)
Ending balance as of December 31, 2021	<u><u>29,401</u></u>

**20. Fair Value Measurements (Continued)**

***Assets and Liabilities Measured and Disclosed at Fair Value on a Recurring Basis (Continued)***

*Term deposit and short term investments.* The Group’s term deposit and short term investments consist of wealth management products and structured deposits issued by commercial banks and other financial institutions with original maturity of more than three months and up to one year, which contain a variable interest rate. The Group elected the fair value method at the date of initial recognition and carried these investments at fair value. Changes in the fair value are reflected in the consolidated statements of comprehensive income/(loss) as interest income. To estimate fair value, the Group refers to the quoted rate of return provided by banks at the end of each period using the discounted cash flow method. The Group classifies the valuation techniques that use these inputs as Level 2 of fair value measurements.

*Restricted cash.* The Group’s restricted cash represents deposits that are restricted to withdrawal or usage. The fair values of restricted cash are determined based on the pervasive interest rate in the market. The Group classifies the valuation techniques that use the pervasive interest rates input as Level 1 of fair value measurement.

*Available-for-sale debt investments.* Available-for-sale debt investments mainly represent the investments of convertible redeemable preferred shares in Particle. In accordance with ASC 820, the Group measures available-for-sale debt investments at fair value on a recurring basis. The fair values of the investments in Particle as of December 31, 2019, 2020 and 2021 were determined based on a valuation technique under the market approach, known as guideline company method, where financial ratios of comparable companies were analyzed to determine the value of Particle, as well as using observable transactions of Particle’s shares. The Group classifies the valuation techniques that use unobservable inputs as Level 3 of fair value measurements.

The key inputs used in valuation of available-for-sale debt investments in Particle as of December 31, 2019, 2020 and 2021 were as follow:

	<b>As of December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
Lack of marketability discount (“DLOM”)	5%	25%	20%
Volatility	45.7%	55.3%	49.0%

***Assets and Liabilities Measured and Disclosed at Fair Value on a Non-Recurring Basis***

The Group’s non-financial long-lived assets, such as intangible assets, goodwill and fixed assets, would be measured at fair value only if they were determined to be impaired on an other-than-temporary basis. The Group uses a combination of valuation methodologies, including market and income approaches based on the Group’s best estimate to determine the fair value of these non-financial assets. Inputs used in these methodologies primarily included future cash flows, discount rate, expected volatility and the selection of comparable companies operating in similar businesses.

For equity investments without readily determinable fair values accounted for under the measurement alternative, when there are observable price changes in orderly transactions for identical or similar investments of the same issuer, the investments are re-measured to fair value. The non-recurring fair value measurements to the carrying amount of an investment usually requires management to estimate a price adjustment for the different rights and obligations between a similar instrument of the same issuer with an observable price change in an orderly transaction and the investment held by the Company. These non-recurring fair value measurements were measured as of the observable transaction dates. The valuation methodologies involved require management to use the observable transaction price at the transaction date and other unobservable inputs (level 3) such as volatility of comparable companies and probability of exit events as it relates to liquidation and redemption preferences.

Accounts receivable, notes receivable, amounts due from related parties, prepayments and other current assets, accounts payable, amounts due to related parties and other current liabilities are financial assets or liabilities with carrying values that approximate fair value due to their short term nature.

## 21. Net Income/(Loss) per Share

The following table sets forth the computation of basic and diluted net income/(loss) per share for the years indicated (amounts in thousands, except for number of shares and per share data):

	For the Years Ended December 31,		
	2019	2020	2021
	RMB	RMB	RMB
<b>Net income/(loss) per Class A and Class B ordinary share — basic:</b>			
<b>Numerator:</b>			
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	417,976	(205,701)
Net income/(loss) from discontinued operations attributable to Phoenix New Media Limited	63,633	(37,607)	—
Net income/(loss) attributable to Phoenix New Media Limited	727,829	380,369	(205,701)
<b>Denominator:</b>			
Denominator used in computing net income/(loss) per share — basic	582,275,800	582,324,325	582,324,325
Net income/(loss) from continuing operations per Class A and Class B ordinary share — basic	1.14	0.72	(0.35)
Net income/(loss) from discontinued operations per Class A and Class B ordinary share — basic	0.11	(0.07)	—
Net income/(loss) per Class A and Class B ordinary share — basic	1.25	0.65	(0.35)
<b>Net income/(loss) per Class A and Class B ordinary share — diluted:</b>			
<b>Numerator:</b>			
Net income/(loss) from continuing operations attributable to Phoenix New Media Limited	664,196	417,976	(205,701)
Net income/(loss) from discontinued operations attributable to Phoenix New Media Limited	63,633	(37,607)	—
Net income/(loss) attributable to Phoenix New Media Limited	727,829	380,369	(205,701)
<b>Denominator:</b>			
Denominator used in computing net income/(loss) per share — diluted	582,275,800	582,324,325	582,324,325
Net income/(loss) from continuing operations per Class A and Class B ordinary share — diluted	1.14	0.72	(0.35)
Net income/(loss) from discontinued operations per Class A and Class B ordinary share — diluted	0.11	(0.07)	—
Net income/(loss) per Class A and Class B ordinary share — diluted	1.25	0.65	(0.35)

There were 34,445,604, 37,940,736 and 37,838,136 options to purchase ordinary shares have been excluded from the computation of diluted net income/(loss) per share for the years ended December 31, 2019, 2020 and 2021, respectively, as their effects would be anti-dilutive.

## 22. Commitments and Contingencies

### (a) Commitments

As of December 31, 2021, future minimum commitments under non-cancelable agreements were as follows (in thousands):

	Property Management Costs	Bandwidth Purchases	Cooperation with Phoenix TV Group	Content Purchases	Property and Equipment, and Intangible Assets	Equity	Investment	Others	Total
	RMB	RMB	RMB	RMB	RMB		RMB	RMB	RMB
2022	4,673	31	46,275	8,175	2,164		9,000	6,130	76,448
2023	1,573	—	46,275	230	—		—	365	48,443
2024	1,345	—	—	200	—		—	154	1,699
2025	978	—	—	200	—		—	132	1,310
2026 and thereafter	937	—	—	—	—		—	39	976
Total	9,506	31	92,550	8,805	2,164		9,000	6,820	128,876

The amounts of cooperation with Phoenix TV Group are calculated according to the agreements between the Group and Phoenix TV Group (see Note 2(a)).

Upon the adoption of ASC 842 on January 1, 2019, future minimum lease payments for operating lease commitments as of December 31, 2021 are disclosed in Note 2(x).

## 22. Commitments and Contingencies (Continued)

### (a) Commitments (Continued)

The Group did not have any significant capital and other commitments, long-term obligations, or guarantees as of December 31, 2020 and 2021.

### (b) Litigation

From time to time, the Group is involved in claims and legal proceedings that arise in the ordinary course of business. The Group is currently a party to certain legal proceedings and claims which in the opinion of the Company's management, adequate provisions have been recorded to cover the probable loss of those that can be reasonably estimated, while other claims are considered would not have material adverse effect, individually or in the aggregate, on the Group's financial position, results of operations or cash flows.

In April 2018, the Group received notices from a local court that certain plaintiffs have filed a lawsuit against it about the infringement of copyright and unauthorized selling on the Group's website and mobile applications for a piece of literature work, with the related claim for damages of approximately RMB99.8 million. However, the actual income the Group generated from such literature work was less than RMB1,500. The Group received the judgment from the local court in April 2020 and received the final judgement from a higher local court in December 2020, which both ordered it to pay the plaintiffs a total of approximately RMB1.0 million in damages to the plaintiff. The Group had paid the total of approximately RMB1.0 million to the plaintiff and fulfilled its obligation under the judgment. Nevertheless, the plaintiff could still apply for a retrial under PRC civil procedures. As of the date of this annual report, the time limit for an application for a retrial has not expired yet and the Group cannot assure that the plaintiffs will not make such application.

Litigation is subject to inherent uncertainties and the Group's view of these matters may change in the future. There exists the possibility of a material adverse impact on the Group's financial position, results of operations or cash flows for the period in which the unfavorable outcome occurs, and potentially in future periods.

### (c) Long-term Liabilities for Uncertain Tax Positions

As mentioned in Note 16, as of December 31, 2020 and 2021, the Group had recorded uncertain tax positions of RMB28.2 million and RMB28.3 million, respectively.

## 23. Related Party Transactions

The table below sets forth the major related parties and their relationships with the Group:

<b>Related Parties</b>	<b>Relationships with the Group</b>
Other entities within the Phoenix TV Group	Under common control by Phoenix TV
China Mobile Communication Corporation ("China Mobile")	A shareholder of Phoenix TV
Fengxin Technology (Haikou) Group Co., Ltd. ("Lilita")	Other equity investee, related party of Phoenix TV Group
Particle Inc. ("Particle")	Available-for-sale debt investee. Former related party, unrelated party for 2020 and 2021
Beijing Fenghuang Tianbo Network Technology Co., Ltd. ("Tianbo")	Former equity method investee, and current subsidiary of VIEs since April 1, 2019
Henan Fengyi Feiyang Network Technology Limited ("Fengyi Technology")	Available-for-sale debt investee
Mr. Gao Ximin and Mr. Qiao Haiyan	Legal shareholders of Tianying Jiuzhou and employees of the Group
Mr. Zou Ming and Ms. Wang Xiaojia	Legal shareholder of Fenghuang Ronghe and employee of the Group
Mr. Chen Ming and Mr. He Yansheng	Legal shareholders of Chenhuan and employees of the Group

In addition to those disclosed elsewhere in the financial statements, the Group had the following significant related party transactions during the years ended December 31, 2019, 2020 and 2021 (in thousands):

### 23. Related Party Transactions (Continued)

#### *Transactions with the Other Entities Within the Phoenix TV Group:*

	For the Years Ended December 31,		
	2019	2020	2021
	RMB	RMB	RMB
Content provided by Phoenix TV Group	(11,302)	(2,595)	(17,263)
Advertising and promotion expenses charged by Phoenix TV Group	(4,157)	(2,549)	(2,477)
Corporate administrative expenses charged by Phoenix TV Group	(2,057)	(681)	(1,093)
Trademark license fees charged by Phoenix TV Group	(4,988)	(4,358)	(4,267)
Project cost charged by Phoenix TV Group	(1,148)	(487)	(595)
Revenues earned from Phoenix TV Group	15,705	10,635	12,402

#### *Transactions with China Mobile:*

	For the Years Ended December 31,		
	2019	2020	2021
	RMB	RMB	RMB
Advertising revenues earned from China Mobile	23,256	23,747	17,464
Paid services revenues earned from and through China Mobile	60,484	30,486	29,770
Revenue sharing fees and bandwidth costs charged by China Mobile	(13,999)	(6,487)	(6,631)

#### *Transactions with Investees:*

	For the Years Ended December 31,		
	2019*	2020	2021
	RMB	RMB	RMB
Advertising revenues earned from Tianbo	16	—	—
Advances provided to Tianbo	247	—	—
Revenues earned from other investee	315	—	—
Other income earned from Particle	1,990	—	—
Advertising revenues earned from/(agency service fees paid to) Fengyi Technology	12,612	3,721	(1,047)
Advertising and promotion expenses charged by Fengyi Technology	—	(142)	—
Revenue sharing fees charged by investees	(62)	—	—

Note:

\* As Tianbo has been consolidated starting from April 1, 2019, related party transactions with Tianbo in 2019 only included those incurred from January 1, 2019 to March 31, 2019.

As of December 31, 2020 and 2021, the amounts of due from and due to related parties were as follows (in thousands):

	As of December 31,	
	2020	2021
	RMB	RMB
<b>Amounts due from related parties:</b>		
Due from China Mobile	16,018	11,966
Due from Phoenix TV Group	11,408	43,816
Due from Fengyi Technology	5,000	1,297
Due from other investees, net	161	—
Total	32,587	57,079
<b>Amounts due to related parties:</b>		
Due to China Mobile	3,835	3,937
Due to Phoenix TV Group	23,461	26,608
Due to Fengyi Technology	6,310	3,690
Due to Others	814	500
Total	34,420	34,735

The amounts due from Phoenix TV Group represent accounts receivable from Phoenix TV Group for the advertising services provided to its customers, and the amounts due to Phoenix TV Group represent resources or services provided by Phoenix TV Group, expenses paid by Phoenix TV Group on behalf of the Group, and expenses charged by Phoenix TV Group under the cooperation agreements (see Note 2 (a)).



## **24. Restricted Net Assets**

Relevant PRC laws and regulations permit payments of dividends by the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs incorporated in the PRC only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. In addition, the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs incorporated in the PRC are required to annually appropriate 10% of their net after-tax income to the general reserve fund or the statutory surplus fund prior to payment of any dividends, unless such reserve funds have reached 50% of their respective registered capital. As a result of these and other restrictions under PRC laws and regulations, and in accordance with Securities and Exchange Commission Regulation S-X Rule 4-08 (e) (3), *General Notes to Financial Statements*, the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs incorporated in the PRC are restricted in their ability to transfer a portion of their net assets to the Company either in the form of dividends, loans or advances, which the restricted portion amounted to approximately RMB636.5 million and RMB646.3 million as of December 31, 2020 and 2021, respectively. Even though the Company currently does not require any such dividends, loans or advances from the PRC entities for working capital and other funding purposes, the Company may in the future require additional cash resources from them due to changes in business conditions, to fund future acquisitions and development, or merely to declare and pay dividends or distributions to the Company's shareholders. Except for the above, there is no other restriction on use of proceeds generated by the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs to satisfy any obligations of the Company.

Furthermore, cash transfers from the Company's PRC subsidiaries to their parent companies outside of China are subject to PRC government control of currency conversion. Shortages in the availability of foreign currency may restrict the ability of the PRC subsidiaries and consolidated affiliated entities to remit sufficient foreign currency to pay dividends or other payments to the Company, or otherwise satisfy their foreign currency denominated obligations.

The Company performed a test on the restricted net assets of the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs in accordance with Securities and Exchange Commission Regulation S-X Rule 4-08 (e) (3), *General Notes to Financial Statements* and concluded that it was applicable for the Company to disclose its condensed financial information for the year ended December 31, 2021, as restricted net assets of the Company's subsidiaries, the VIEs and the subsidiaries of the VIEs had exceeded 25 percent of consolidated net assets for the year ended December 31, 2021. For the purposes of presenting the Company's separate financial information, the Company records its investments in its subsidiaries and VIEs under the equity method of accounting. Such investments are presented on the separate condensed balance sheets of the Company as "Investments in subsidiaries and VIEs" and "Share of loss from subsidiaries and VIEs" in the condensed statements of comprehensive income/(loss). See Note 26 for the Company's information.

## **25. Subsequent Events**

In February 2022, the Group invested RMB9.0 million in a private equity fund under an investment agreement to invest a total of RMB30.0 million in it, which was signed in December 2020. The Group had paid the total amount of RMB30.0 million to the private equity fund as of February 2022, which is accounted for using NAV as a practical expedient under ASC 820.

## **26. Additional Information - Condensed Financial Statements of the Company**

The condensed financial statements of Phoenix New Media Limited have been prepared in accordance with SEC Regulation S-X Rule 5-04 and Rule 12-04.

The Company records its investments in subsidiaries and VIEs under the equity method of accounting. Such investments are presented on the balance sheets as "Investments in subsidiaries and VIEs", and the net profit or loss of subsidiaries and VIEs is presented as "Share of loss from subsidiaries and VIEs" in the statement of comprehensive income/(loss).

As of December 31, 2020 and 2021, there were no material contingencies, significant provisions for long-term obligations, or guarantees of the Company, except for those, if any, which have been separately disclosed in the consolidated financial statements.

**Phoenix New Media Limited**  
**Condensed Financial Information of the Company**  
**Balance Sheets**  
(Amounts in thousands, except for number of shares and per share data)

	As of December 31,	
	2020	2021
	RMB	RMB
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	24,932	34,027
Amounts due from subsidiaries and VIEs	867,801	835,428
Prepayments and other current assets	968	1,117
<b>Total current assets</b>	<b>893,701</b>	<b>870,572</b>
<b>Non-current assets:</b>		
Investments in subsidiaries and VIEs	975,487	794,149
Available-for-sale debt investments	36,662	29,401
<b>Total non-current assets</b>	<b>1,012,149</b>	<b>823,550</b>
<b>Total assets</b>	<b>1,905,850</b>	<b>1,694,122</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Amounts due to subsidiaries and VIEs	16,429	44,244
Taxes payable	225,960	220,794
Accrued expenses and other current liabilities	27,717	1,701
<b>Total current liabilities</b>	<b>270,106</b>	<b>266,739</b>
<b>Total liabilities</b>	<b>270,106</b>	<b>266,739</b>
<b>Shareholders' equity:</b>		
Class A ordinary shares (US\$0.01 par value, 680,000,000 shares authorized; 264,998,965 and 264,998,965 shares issued and outstanding as of December 31, 2020 and 2021, respectively)	17,499	17,499
Class B ordinary shares (US\$0.01 par value, 320,000,000 shares authorized; 317,325,360 and 317,325,360 shares issued and outstanding as of December 31, 2020 and 2021, respectively)	22,053	22,053
Additional paid-in capital	1,620,580	1,629,014
Statutory reserves	92,017	98,482
Accumulated deficits	(88,191)	(300,357)
Accumulated other comprehensive loss	(28,214)	(39,308)
<b>Total shareholders' equity</b>	<b>1,635,744</b>	<b>1,427,383</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,905,850</b>	<b>1,694,122</b>

**Phoenix New Media Limited**  
**Condensed Financial Information of the Company**  
**Statements of Comprehensive Income/(Loss)**  
**(Amounts in thousands)**

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
<b>Operating expenses:</b>			
General and administrative expenses	(40,621)	(39,303)	(16,556)
<b>Total operating expenses</b>	<b>(40,621)</b>	<b>(39,303)</b>	<b>(16,556)</b>
<b>Loss from operations</b>	<b>(40,621)</b>	<b>(39,303)</b>	<b>(16,556)</b>
<b>Other income/(loss):</b>			
Net interest income/(expense)	(2,714)	1	3
Foreign currency exchange (loss)/gain	(3,877)	17,010	5,775
Income from equity method investments, net of impairments	—	6,013	—
Gain on disposal of available-for-sale debt investments	1,001,181	477,254	—
Changes in fair value of loan related to co-sale of Particle shares	—	(24,535)	—
Changes in fair value of forward contract in relation to disposal of investments in Particle	4,441	16,085	—
Others, net	2,701	5,580	5,152
Share of loss from subsidiaries and VIEs	(233,282)	(77,736)	(200,075)
<b>Net income/(loss)</b>	<b>727,829</b>	<b>380,369</b>	<b>(205,701)</b>
Other comprehensive income/(loss)	217,450	(1,434,022)	(11,094)
<b>Comprehensive income/(loss)</b>	<b>945,279</b>	<b>(1,053,653)</b>	<b>(216,795)</b>

**Phoenix New Media Limited**  
**Condensed Financial Information of the Company**  
**Statements of Cash Flows**  
**(Amounts in thousands)**

	<b>For the Years Ended December 31,</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
<b>Cash flows from operating activities:</b>			
Net cash used in operating activities	(46,388)	(44,706)	(34,801)
<b>Cash flows from investing activities:</b>			
Placement of term deposits and short term investments	(673,350)	—	—
Maturity of term deposits and short term investments	788,056	—	—
Loans provided to a third party related to co-sale of Particle shares	—	(68,867)	—
Net proceeds from disposal of available-for-sale debt investments	1,403,046	695,937	—
Deposits received from proposed buyers of investments in Particle	357,974	—	—
Net cash provided by investing activities	1,875,726	627,070	—
<b>Cash flows from financing activities:</b>			
Repayment of short-term bank loans	(267,886)	—	—
(Payment to)/repayment from subsidiaries and VIEs	(877,312)	72,262	39,171
Proceeds from exercise of stock options	511	—	—
Dividends paid to shareholders	(703,145)	(637,375)	4,725
Net cash (used in)/provided by financing activities	(1,847,832)	(565,113)	43,896
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(18,494)</b>	<b>17,251</b>	<b>9,095</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>26,175</b>	<b>7,681</b>	<b>24,932</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>7,681</b>	<b>24,932</b>	<b>34,027</b>

*Revision to Previously Reported Cash Flow Information of Parent Company*

The Company revised certain previously reported parent company information for the year ended December 31, 2020 to correct a classification error. During 2020, the Company advanced funds in the amount of RMB68.9 million relating to the transfer of shares of Particle, Inc (see Note 10). The advance by the Company relating to this transaction was an investing activity incorrectly classified as an operating activity of the parent company, resulting in a misclassification in the condensed statements of cash flows.

The transaction is correctly disclosed in consolidation and the misclassification error therefore had no impact on the previously reported consolidated financial statements. Management has determined that the error was immaterial and should be corrected through a revision of previously reported information.

	<b>For the Year Ended December 31, 2020</b>		
	<b>As previously reported</b>	<b>Adjustments</b>	<b>As revised</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Net cash used in operating activities	(113,573)	68,867	(44,706)
Net cash provided by investing activities	695,937	(68,867)	627,070
Net cash used in financing activities	(565,113)	—	(565,113)
<b>Net increase in cash and cash equivalents</b>	<b>17,251</b>	<b>—</b>	<b>17,251</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>7,681</b>	<b>—</b>	<b>7,681</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>24,932</b>	<b>—</b>	<b>24,932</b>

**Equity Pledge Agreement**

**of**

**Beijing Chenhuan Technology Co., Ltd.**

**by and among**

**Chen Ming**

**He Yansheng**

**and**

**Qie Yi You (Beijing) Information Technology Co., Ltd.**

**May 7, 2021**

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## Equity Pledge Agreement

This Equity Pledge Agreement (the “Agreement”) is entered into by the following parties on May 7, 2021 in Beijing, the People’s Republic of China (“PRC” or “China”):

- (1) Chen Ming
- (2) He Yansheng

(Chen Ming and He Yansheng are referred to hereinafter individually as a “Pledger” and collectively as “Pledgers”)

and

- (3) Qie Yi You (Beijing) Information Technology Co., Ltd. (“Pledgee”)

Each of the foregoing parties is referred to hereinafter individually as a “Party” and collectively as “Parties”.

WHEREAS:

- (1) Pledgers are shareholders on record of Beijing Chenhuan Technology Co., Ltd. (the “Company”, with its registered address at #3-71 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China and its legal representative being Chen Ming) holding all the equity interest in the Company (the “Company Equity”); and as of the date hereof, the amount of capital contributed and the percentage of shares held by each Pledger in the registered capital of the Company are set forth in Exhibit 1 hereto;
  - (2) Pursuant to the Loan Agreement dated March 30, 2021 by and between Pledgee and Pledgers (the “Loan Agreement”), Pledgee advanced a loan in the aggregate amount of RMB1.5 million to Pledgers;
  - (3) Pursuant to the Exclusive Equity Option Agreement dated May 7, 2021 by and among Pledgers, Pledgee and the Company (the “Equity Option Agreement”), Pledgers shall at Pledgee’s request transfer their equity interests in the Company, in whole or in part, to Pledgee and/or its designated entity or individual to the extent permitted by the PRC Law;
  - (4) Pursuant to the Voting Right Entrust Agreement dated May 7, 2021 by and among Pledgee, the Company and Pledgers (the “Voting Right Entrust Agreement”), certain individuals designated by Pledgee have been fully entrusted by Pledgers to exercise on their behalf all the voting rights Pledgers enjoy as shareholders of the Company;
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- (5) Pursuant to the Exclusive Technical Consulting and Service Agreement dated May 7, 2021 by and between Pledgee and the Company (the “Service Agreement”), Pledgee has been engaged by the Company exclusively to provide the Company with relevant technical license and technical support services, for which the Company will pay Pledgee corresponding license and services fees; and
- (6) as a collateral security for the performance of the Contractual Obligations (defined below) by Pledgers and the Company and for the discharge of the Secured Liabilities (defined below), Pledgers agree to pledge all the Company Equity held by Pledgers to Pledgee and give Pledgee a first priority right of compensation.

NOW, THEREFORE, the Parties have agreed as follows upon friendly consultation:

#### ARTICLE ONE DEFINITION

- 1.1 Unless otherwise interpreted pursuant to the terms or context herein, each of the terms used herein shall have the meaning ascribed to it below:

“Contractual Obligations” shall mean all contractual obligations of Pledgers under the Equity Option Agreement, the Voting Right Entrust Agreement, the Loan Agreement, and this Agreement as well as all contractual obligations of the Company under the Equity Option Agreement, the Voting Right Entrust Agreement, and the Service Agreement.

“Event of Default” shall mean any of the following event: (i) any breach by any Pledger of any of its Contractual Obligations under the Equity Option Agreement, the Loan Agreement, the Voting Right Entrust Agreement, or this Agreement; (ii) any breach by the Company of any of its Contractual Obligations under the Equity Option Agreement, the Voting Right Entrust Agreement or the Service Agreement; or (iii) any of the Equity Option Agreement, the Loan Agreement, the Voting Right Entrust Agreement, the Service Agreement or this Agreement is rendered invalid or unenforceable on account of change(s) to any PRC Law or the promulgation of new PRC Law(s) or otherwise and no alternative arrangement can be found by Pledgee for the realization of its purposes under the Transaction Documents.

“Equity Pledge” shall have the meaning ascribed to it in Section 2.2 hereof.

“Secured Liabilities” shall mean any and all direct, indirect, incidental losses and loss of foreseeable profit of Pledgee as a result of any Event of Default of

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Pledger(s) and/or the Company, the amount of which may to be determined by Pledgee in its absolute discretion to the extent permitted by the PRC Laws and to which Pledger(s) shall be subject, as well as all costs and expenses incurred by Pledgee in enforcing the Contractual Obligations of Pledger(s) and/or the Company.

“Collateral” shall mean all the Company Equity which Pledgers legally hold as of the date hereof and will pledge to Pledgee pursuant to this Agreement as a collateral security for the performance of the Contractual Obligations by Pledgers and the Company (the specific equity interests of each Pledger to be so pledged are set forth in Exhibit 1 thereto), as well as additional capital contributions made and dividends distributed pursuant to Sections 2.6 and 2.7 hereof.

“PRC Law” shall mean the then current PRC laws, regulations, rules, local stipulations, interpretations and other normative documents with binding force.

“Power of Attorney” shall have the meaning ascribed to it in Section 12.12 hereof.

“Rights” shall have the meaning ascribed to it in Section 12.7 hereof.

“Transaction Documents” shall mean the Equity Option Agreement, the Loan Agreement, the Voting Right Entrust Agreement and the Service Agreement.

1.2 Any reference herein to any PRC Law shall be deemed:

- (1) to include amendments, revisions, additions and updates to such PRC Law, whether enacted prior to or after the execution of this Agreement; and
- (2) to include other decisions, notices and rules promulgated or enacted in accordance with the provisions of such PRC Law.

1.3 Unless otherwise stated herein, references to articles, sections, subsections and paragraphs herein shall mean Articles, Sections, Subsections and Paragraphs of this Agreement.

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ARTICLE TWO EQUITY PLEDGE

- 2.1 Pledgers hereby agree to pledge to Pledgee the Collateral which Pledgers legally own and of which Pledgers have the right to dispose pursuant to this Agreement as a collateral security for the performance of the Contractual Obligations and the discharge of the Secured Liabilities.
- 2.2 Pledgers shall cause entry of the pledge arrangement of the equity interest hereunder (the "Equity Pledge") onto the shareholder register of the Company on the date hereof, provide the entry document thereof to Pledgee in form satisfactory to it, and issue to Pledgee a certification document evidencing that the Equity Pledge has been registered with the relevant administration for industry and commerce within fifteen (15) days following the execution of this Agreement.
- 2.3 Pledgee shall not be held responsible for any depreciation of value of the Collateral during the term hereof and Pledgers shall not have any right of recourse or claim against Pledgee, unless such value depreciation arises out of Pledgee's willful misconduct, or out of Pledgee's gross negligence which constitutes the immediate cause of such depreciation.
- 2.4 Subject to the provisions of Section 2.3 above, in the event that Pledgee's interests is fully exposed to any possible material depreciation of value of the Collateral, Pledgee may at any time sell off or auction the Collateral on behalf of Pledgers and, upon mutual agreement with Pledgers, the proceeds thereof may be applied to earlier discharge of the Secured Liabilities or placed in escrow with the public notary of the area where Pledgee is located at Pledgers' own expense.
- 2.5 In the event of any Event of Default, Pledgee shall have the right to dispose of the Collateral pursuant to Article Four hereof.
- 2.6 Pledgers may increase their contribution to the registered capital of the Company only upon Pledgee's prior consent. Any such additional capital contribution of Pledgers shall also be deemed part of Collateral.
- 2.7 Pledgers are entitled to receive dividend or interest in respect of the Collateral only upon Pledgee's prior consent. Such dividend or interest shall be deposited into an escrow account designated and supervised by Pledgee, and be applied to the discharge of the Secured Liabilities in the first priority.
- 2.8 In the event of occurrence of any Event of Default, Pledgee shall have the right to dispose of any Collateral pursuant to the provisions hereof.
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### ARTICLE THREE      RELEASE OF PLEDGE

Upon the full and complete fulfillment of the Contractual Obligations and discharge of the Secured Liabilities by Pledgers and the Company, Pledgee shall, upon Pledgers' request, release the pledge hereunder and assist Pledgers in deregistering the Equity Pledge with the relevant administration for industry and commerce, and reasonable expenses arising out of such deregistration shall be borne by Pledgee.

### ARTICLE FOUR      DISPOSITION OF COLLATERAL

- 4.1 Pledgers and Pledgee hereby agree that following the occurrence of any Event of Default, Pledgee, upon notifying Pledgers in writing, shall have the right to exercise all remedies and power available to Pledgee under the PRC Law, the Transaction Documents, and the terms and conditions of this Agreement, including but not limited to selling off or auctioning the Collateral so as to satisfy its first priority right of compensation, and Pledgee will not be responsible for any losses arising out of its reasonable exercise of such remedies and power.
- 4.2 Pledgee shall have the right to designate in writing its counsel or other attorney to exercise any or all of the foregoing remedies and power on behalf of Pledgee and Pledgers may not raise any objection to such designation.
- 4.3 All reasonable costs and expenses incurred by Pledgee in exercising any or all of the foregoing remedies and power shall be borne by Pledgers and Pledgee shall have the right to deduct such costs and expenses from the proceeds generated by such exercise.
- 4.4 Any and all proceeds obtained by Pledgee from exercising any or all of the foregoing remedies and power shall be applied in the following order:
- (a) to the payment of any and all costs and expenses of the disposition of the Collateral and the exercise of the remedies and power by Pledgee, including without limitation the court fees and Pledgee's counsel and attorney fees;
  - (b) to the payment of taxes payable in connection with the disposition of the Collateral; and
  - (c) to the repayment of the Secured Liabilities to Pledgee.
- Any surplus then remaining from such proceeds shall be handed over by Pledgee to Pledgers or any other person who is entitled to such proceeds
-

pursuant to law and regulation, or placed in escrow, at Pledgers' costs and expenses, with the public notary of the area where Pledgee is located.

- 4.5 Pledgee shall have the option to exercise its remedies concurrently or otherwise and will not be obligated to exercise any other remedies before exercising its right to sell off or auction the Collateral hereunder.

#### ARTICLE FIVE COSTS AND EXPENSES

All actual costs and expenses arising out of the creation of the Equity Pledge hereunder, including without limitation stamp tax, any other taxes and all legal expenses, shall be borne by Pledgee.

#### ARTICLE SIX CONTINUITY; NO WAIVER

The Equity Pledge created hereunder shall constitute a continuous security, the validity of which shall continue until the Contractual Obligations are fully performed or the Secured Liabilities fully discharged. No waiver or excuse by Pledgee of any Event of Default by Pledgers and no delay in exercising by Pledgee of any of its rights under the Transaction Documents and this Agreement shall impair Pledgee's right under this Agreement, the relevant PRC Law and the Transaction Documents to require at any time hereafter for the strict compliance with the Transaction Documents and this Agreement by Pledgers or any other right Pledgee may have as a result of any breach by Pledgers of their obligations under the Transaction Documents and/or this Agreement.

#### ARTICLE SEVEN REPRESENTATIONS AND WARRANTIES

Each Pledger hereby, jointly and severally, represents and warrants to Pledgee that

- 7.1 each of them is a PRC citizen with full capacity, has full and independent legal status and capacity, has obtained appropriate authorization to sign, deliver and perform this Agreement, and may act as an independent litigation subject;
- 7.2 each of them has full power and authorization to sign and deliver this Agreement as well as all other documents to be signed by each in connection with the transaction anticipated herein and to consummate such transaction;
- 7.3 all reports, documents and information provided by Pledgers to Pledgee prior to the coming into effect of this Agreement in connection with Pledgers and matters required hereunder are true, correct, and valid in all material aspects at the time the same were provided;
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- 7.4 all reports, documents and information provided by Pledgers to Pledgee following the coming into effect of this Agreement in connection with Pledgers and matters required hereunder are true, correct, and valid in all material aspects at the time the same were provided;
- 7.5 at the time this Agreement becomes effective, Pledgers are the only legal owner of the Collateral with full power to dispose of the Collateral or any part thereof, and there is no existing dispute over the ownership of the Collateral;
- 7.6 apart from the security interests placed on the Collateral pursuant to this Agreement or the rights created under the Transaction Documents, there is no other security interests or third party right over the Collateral;
- 7.7 the Collateral is pledgeable and assignable under law and Pledgers have full rights and power to pledge the Collateral to Pledgee in accordance with the provisions hereof;
- 7.8 this Agreement is duly signed by Pledgers and constitutes their legal, valid and binding obligations;
- 7.9 any third party consent, permission, waiver, authorization, or any government approval, license, exemption, or any registration or filing procedures with any government agency in connection with the execution and performance of this Agreement and the creation of the Equity Pledge hereunder, has been obtained or processed (to the extent legally required) and will remain fully valid during the term hereof;
- 7.10 the execution and performance by Pledgers of this Agreement will not violate or conflict with all laws applicable to Pledgers, or any agreement, judgment, arbitral award, administrative decision to which they are a party or by which any of their assets are bound;
- 7.11 the pledge hereunder shall constitute the first priority security on the Collateral;
- 7.12 there is no pending, or to the best knowledge of Pledgers, threatened litigation, legal proceeding or claim against Pledgers, their assets, or the Collateral before any court or arbitration tribunal, and there is no pending, or to the best knowledge of Pledgers, threatened litigation, legal proceeding or claim against Pledgers, their assets, or the Collateral at any government or any administrative organization, which may have material or adverse effect on the financial status of Pledgers or their ability to fulfill their obligations and responsibilities hereunder; and
-

7.13 the foregoing representations and warranties is true and correct at any time and in any circumstances and be fully abided by the Pledgers until all the Contractual Obligations are performed or all the Secured Liabilities are discharged.

#### ARTICLE EIGHT PLEDGERS' UNDERTAKING

Each Pledger hereby, jointly and severally, undertakes to Pledgee that

- 8.1 without Pledgee's prior consent in writing, Pledgers may not create or permit to be created any new pledge or any other security interests on the Collateral, and any and all pledges or any other security interests placed on the Collateral, in whole or in part, without Pledgee's prior consent in writing shall be null and void;
  - 8.2 Pledgers may not transfer the Collateral without first notifying Pledgee in writing and obtaining its prior consent in writing, and any and all attempted transfers of the Collateral by Pledgers shall be null and void; proceeds from Pledgers' transfer of the Collateral shall be first applied to the earlier discharge of the Secured Liabilities or placed in escrow with the third party agreed to by Pledgee; and transfer by any Pledger of the Collateral in its possession upon Pledgee's consent shall not affect the Collateral under possession of the other Pledger, which shall continue to be bound by this Agreement;
  - 8.3 in the event of any litigation, legal proceeding or claim which may have any adverse effect on the interest of Pledgers or Pledgee under the Transaction Documents and this Agreement or the Collateral, Pledgers shall promptly notify Pledgee in writing and, at Pledgee's reasonable request, take all necessary actions to safeguard Pledgee's interests in the Collateral;
  - 8.4 Pledgers will not take or permit to be taken any action which may have any adverse effect on Pledgee's interests under the Transaction Documents and this Agreement or the Collateral;
  - 8.5 at Pledgee's reasonable request, Pledgers will take all necessary measures and sign all necessary documents, including but not limited to any supplemental agreement hereto, to ensure the execution and realization of Pledgee's interests in and rights to the Collateral; and
  - 8.6 in the event of any transfer of the Collateral as a result of the exercise of the pledge right hereunder, Pledgers shall take all necessary measures to effectuate such transfer.
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## ARTICLE NINE CHANGE OF CIRCUMSTANCES

In addition to but not in contradiction with the other terms and conditions of the Transaction Documents and this Agreement, if at any time due to the promulgation or change of any PRC Law, or any change to the interpretation or application thereof, or any change to the relevant registration procedures, maintaining the validity of this Agreement and/or disposing of the Collateral in the manner described herein is deemed by Pledgee to be invalid or contradictory to such PRC Law, Pledgers shall forthwith take any action and/or sign any document or other instrument according to the written instructions and reasonable request of Pledgee, so as to

- (1) keep this Agreement valid;
- (2) facilitate the disposition of the Collateral in the manner described herein; and
- (3) maintain or realize the purposes of this Agreement or the security interests created hereunder.

## ARTICLE TEN EFFECTIVENESS AND TERM

- 10.1 This Agreement shall become effective on the date on which it is duly signed by the Parties.
- 10.2 The term of this Agreement shall continue until the Contractual Obligations are fully performed or the Secured Liabilities are fully discharged.

## ARTICLE ELEVEN NOTICE

- 11.1 Any and all notices, requests, instructions or other communications required to be made hereof or made pursuant to this Agreement by one Party to the other hereunder shall be made in writing.
- 11.2 The foregoing notice or other communication shall be deemed duly given upon its delivery by fax or telex or personal delivery or five (5) days following its delivery by mail.

## ARTICLE TWELVE MISCELLANEOUS

- 12.1 Upon notifying Pledgers, Pledgee may transfer its rights and/or obligations hereunder to any third party without Pledgers consent, but Pledgers may not transfer their rights, obligations or liabilities hereunder to any third party without Pledgee's prior consent in writing. The successors or permitted assigns of Pledgers (if any) shall continue to perform Pledgers' obligations under this Agreement.
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- 12.2 The amount of the Secured Liabilities determined by Pledgee at its own discretion when exercising its right of pledge to the Collateral pursuant to this Agreement shall be conclusive evidence of the Secured Liabilities hereunder.
- 12.3 This Agreement is made in Chinese in three (3) original copies, with each Party hereto holding one (1) copy, provided that more duly signed copies of this Agreement may be added for registration or filing purposes (where necessary).
- 12.4 The execution, effectiveness, performance, amendment, interpretation and termination of this Agreement shall be governed by the PRC Law.
- 12.5 Any dispute arising out of or in connection with this Agreement shall be resolved by the Parties through negotiation. In the event that the Parties cannot reach an agreement within thirty (30) days following the occurrence of such dispute, the dispute shall be submitted to China International Economic and Trade Arbitration Commission for arbitration in accordance with the arbitration rules of such commission then in effect. The arbitration shall be conducted in Beijing and the arbitral award shall be final and binding upon both Parties.
- 12.6 The rights, power and remedies provided for either Party herein shall not exclude any other rights, power or remedies to which such Party is entitled under law, regulations, and other provisions herein, and the exercise by one Party of its right, power, or remedies shall not hinder its exercise of any other right, power, or remedies.
- 12.7 Failure to exercise or delay in exercising any right, power, or remedies under this Agreement or law (collectively, the "Rights") shall not be deemed a waiver of such Rights, and waiver of any single or partial exercise of the Rights shall not exclude the exercise of the Rights in any other manner or the exercise of any other Rights.
- 12.8 Headings herein are inserted for ease of reference only. In no event may such headings be used to interpret or affect the interpretation of the provisions herein.
- 12.9 All provisions herein are separable and independent of any other provisions. If one or more provisions hereof are held invalid, illegal or unenforceable at any time, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be adversely affected thereby.
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- 12.10 Amendment or addition to this Agreement shall be made in writing and may not become effective unless and until duly executed by the Parties, Pledgee's transfer of its rights hereunder pursuant to Section 12.1 hereof excepted.
- 12.11 Subject to Section 12.1 above, this Agreement shall be binding on the legal assigns of the Parties hereto.
- 12.12 Pledgers agree to authorize any individual ("Trustee") appointed by Pledgee to sign on their behalf any and all legal documents required by Pledgee in exercising its rights hereunder. Concurrently herewith, Pledgers shall each sign a power of attorney in form attached hereto as Exhibit 2 ("Power of Attorney") and place such Power of Attorney as duly signed by them under the custody of Pledgee, who may submit such Power of Attorney to the relevant government whenever necessary. Upon and only upon notification in writing from Pledgee to Pledgers regarding the replacement of Trustee, Pledgers shall forthwith cancel their authorization to the existing Trustee and authorize such other Trustee appointed by Pledgee then to sign on their behalf any and all legal documents required by Pledgee in exercising its rights hereunder. The new Power of Attorney, once made, shall replace the original one. In no other circumstances may Pledgers cancel their Power of Attorney to the Trustee.

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[signature page]

IN WITNESS HEREOF, the Parties have signed this Equity Pledge Agreement as of the date and in the place first written above.

Chen Ming

By: /s/ Chen Ming

He Yansheng

By: /s/ He Yansheng

Qie Yi You (Beijing) Information Technology Co., Ltd.(seal)

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EXHIBIT 1:

Background Information of the Company

Name: Beijing Chenhuan Technology Co., Ltd.

Registered Address: #3-71 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China

Registered Capital: RMB1.5 Million

Legal Representative: Chen Ming

Equity Structure:

Shareholder Name	Amount of Registered Capital Owned	Percentage of Capital Contribution
Chen Ming	RMB0.765 Million	51%
He Yansheng	RMB0.735 Million	49%
Total	RMB1.5 Million	100%

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EXHIBIT 2:

Power of Attorney.

I, Chen Ming, hereby irrevocably authorize \_\_\_\_\_ (ID No.: \_\_\_\_\_) to act as my trustee, who in such capacity may sign any and all legal documents required by Qie Yi You (Beijing) Information Technology Co., Ltd. in exercising its rights under the Equity Pledge Agreement of Beijing Chenhuan Technology Co., Ltd. by and among such company, myself and another party thereto and handle all registration procedures required by the equity pledge hereunder with the relevant administration for industry and commerce.

By: \_\_\_\_\_ (signed)

Name: Chen Ming

Date:

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Power of Attorney.

I, He Yansheng, hereby irrevocably authorize \_\_\_\_\_ (ID No.: \_\_\_\_\_) to act as my trustee, who in such capacity may sign any and all legal documents required by Qie Yi You (Beijing) Information Technology Co., Ltd. in exercising its rights under the Equity Pledge Agreement of Beijing Chenhuan Technology Co., Ltd. by and among such company, myself and another party thereto and handle all registration procedures required by the equity pledge hereunder with the relevant administration for industry and commerce.

By: \_\_\_\_\_ (signed)

Name: He Yansheng

Date:

**Exclusive Technical Consulting and Service Agreement**

**by and between**

**Qie Yi You (Beijing) Information Technology Co., Ltd.**

**and**

**Beijing Chenhuan Technology Co., Ltd.**

**May 7, 2021**

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# Exclusive Technical Consulting and Service Agreement

This Exclusive Technical Consulting and Service Agreement (the “Agreement”) is entered into by the following two Parties on May 7, 2021 in Beijing, the People’s Republic of China (“China”):

(1) Beijing Chenhuan Technology Co., Ltd. (“Party A”)

and

(2) Qie Yi You (Beijing) Information Technology Co., Ltd. (“Party B”)

Party A and Party B are referred to herein individually as a “Party” and collectively as “Parties”.

## Recital

WHEREAS, Party A is a limited liability company duly registered and validly existing in Beijing, China, its main business being the provision of Internet information service; and

WHEREAS, Party B is a wholly foreign-owned enterprise duly registered and validly existing in Beijing, China, its main business being internet technology development and services;

WHEREAS, Party A decides to engage Party B, as the exclusive technical license and service provider of Party A, to provide relevant technical license, service and assistance to Party A, and Party B agrees to provide relevant technical services to Party A subject to the terms and conditions hereof.

NOW, THEREFORE, the Parties have agreed as follows upon friendly consultation:

## ARTICLE ONE DEFINITION

1.1 Unless otherwise interpreted pursuant to the terms or context herein, each of the terms used herein shall have the meaning ascribed to it below:

“Annual Business Plan” shall mean Party A and its subsidiary’s business development plan and budget for the immediate succeeding calendar year as prepared by Party A and its subsidiary hereunder with Party B’s assistance prior to November 30 each year.

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“Business-related Technology” shall mean any and all software and technology that relate to Party A and its subsidiary’s Business developed by Party A and its subsidiary on the basis of the services provided by Party B hereunder.

“Relevant Information” shall have the meaning ascribed to it in Section 6.1 hereof.

“Confidential Information” shall have the meaning ascribed to it in Section 6.2 hereof.

“Default Party” shall have the meaning ascribed to it in Section 11.1 hereof.

“Breach” shall have the meaning ascribed to it in Section 11.1 hereof.

“Equipment” shall mean any and all equipment owned or purchased by Party B from time to time for the purpose of providing the Service hereof.

“Non-default Party” shall have the meaning ascribed to it in Section 11.1 hereof.

“Party A and its subsidiary’s Business” shall mean all internet service businesses that are and will be conducted and developed by Party A and its subsidiary at any time during the term of this Agreement.

“Receiving Party” shall have the meaning ascribed to it in Section 6.2 hereof.

“Rights” shall have the meaning ascribed to it in Section 13.5 hereof.

“Services” shall mean the services set forth in Exhibit 1 hereto, which will be provided by Party B to Party A exclusively.

“Service Fee” shall mean all fees payable by Party A to Party B in connection with the software license granted and other services provided by Party B in accordance with Article Three hereof.

1.2 Any reference herein to any law and regulation (collectively, “Law(s)”) shall be deemed:

1.2.1 to include amendments, revisions, additions and updates to such Law, whether enacted prior to or after the execution of this Agreement; and

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1.2.2 to include other decisions, notices and rules promulgated or enacted in accordance with the provisions of such Law.

1.3 Unless otherwise stated herein, references to articles, sections, subsections and paragraphs herein shall mean Articles, Sections, Subsections and Paragraphs of this Agreement.

## ARTICLE TWO EXCLUSIVE SERVICE

2.1 In furtherance of Party A and its subsidiary's Business, Party A intends to engage Party B to provide, and Party B agrees to provide, the Services. In connection therewith, Party A appoints Party B as Party A's exclusive service provider and Party B agrees to accept such appointment.

2.2 Party B shall provide the Services to Party A in accordance with the terms and conditions of this Agreement and Party A shall use its best effort to facilitate Party B's Services.

2.3 Any and all Services required by Party A and its subsidiary in its business operations shall be provided exclusively by Party B, in its capacity as the exclusive technology license and service provider of Party A and its subsidiary, unless otherwise agreed to by the Parties herein. Without Party B's prior consent in writing, Party A may not seek any third party other than Party B for the provision of the Services by any means hereunder.

2.4 Party A agrees that in the event that Party B is objectively unable to provide certain Services to Party A and its subsidiary, Party B may appoint at its own discretion a third party to provide such Services to Party A and its subsidiary in accordance with the terms and conditions of this Agreement. Party A further agrees that at all times Party B shall have the right to entrust, with or without cause, the Services which should have been provided by Party B to Party A and its subsidiary pursuant to this Agreement to a qualified third party in lieu of Party B and Party A will accept the Services provided by such third party entrusted by Party B.

2.5 Party A may at its own discretion seek the Services from any third party if:

2.5.1 Party B voluntarily abandons its right as the exclusive service provider and agrees in writing to the provision of the Services by a third party to Party A;

2.5.2 Party B is objectively unable to provide certain Services to Party A and its subsidiary and fails to appoint an appropriate third party to provide such Services to Party A and its subsidiary; or

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2.5.3 Party B decides not to provide certain Services to Party A and its subsidiary and not to appoint an appropriate third party to provide such Services to Party A and its subsidiary.

### ARTICLE THREE SERVICE FEE

3.1 In consideration of the Services provided by Party B pursuant to Article Two hereof, Party A agrees to pay Party B the Service Fee described in Section 3.2 hereof, which shall include:

- (i) an amount equaling a certain percentage of the annual gross revenue of Party A, the percentage of which shall be provided by Party B in a written notice, and
- (ii) a fee otherwise agreed by the Parties for certain specific technology license and service provided by Party B from time to time at Party A's request.

3.2 Both Parties agree that the Service Fee shall be paid as follows:

- (i) The Service Fee shall be paid by Party A to Party B on a monthly basis. Party A shall pay the Service Fee described in Section 3.1 (i) to Party B prior to the Tenth (10<sup>th</sup>) business day of each month.
- (ii) Following the end of each fiscal year of Party A, both Parties shall conduct an overall examination and verification of the Service Fee actually paid by Party A on the basis of the annual gross revenue of Party A for the immediately preceding year as confirmed by the audit report issued by the PRC registered accountant accepted by both Parties and make appropriate adjustments within Fifteen (15) business days following the issuance of such audit report, so that any overcharge will be refunded or any deficiency will be compensated for. Party A warrants to Party B that it will provide all necessary materials and assistance to the relevant PRC registered accountant and cause the preparation and issuance to both Parties of the foregoing audit report by such accountant within Thirty (30) business days following the end of each fiscal year.

3.3 Party A shall transmit timely all the Service Fee pursuant to this Article Three to the bank account designated by Party B. In the event of any change to such bank account, Party B shall give Party A a Seven (7)-business day prior notice in writing.

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3.4 Notwithstanding the provisions of this Section 3.1, the actual amount of the Service Fee described therein may be adjusted upon mutual agreement of the Parties.

#### ARTICLE FOUR PARTY A'S OBLIGATIONS

4.1 Party B's Services hereunder shall be exclusive. During the term hereof, Party A may not, without Party B's prior consent in writing, enter into any agreement with any third party in an attempt to engage such third party for services identical to or similar with the Services provided by Party B hereunder.

4.2 Prior to the 30<sup>th</sup> day of November of each year, Party A and its subsidiary shall submit its final annual business plan for the immediately succeeding year to Party B, so that a corresponding service plan can be developed and necessary software, equipment and technical force be prepared by Party B. If Party A and its subsidiary requires ad hoc that any new equipment be replenished by Party B, Party A shall negotiate with Party B fifteen (15) days in advance and the Parties shall endeavor to reach an agreement in connection therewith.

4.3 To facilitate the Services to be provided by Party B, Party A shall make available to Party B, timely and correctly, all relevant materials required by Party B.

4.4 Party A shall pay the Service Fee to Party B pursuant to Article Three hereof in a timely and sufficient manner.

4.5 Party A shall safeguard its business reputation, develop its business diligently and aim at maximum returns.

#### ARTICLE FIVE INTELLECTUAL PROPERTY

5.1 Any and all intellectual property rights in the work product created by Party B during the course of provision of the Services shall be vested in Party B.

5.2 In light of the reliance of Party A and its subsidiary's Business on the Services to be provided by Party B hereunder, Party A agrees that, with respect to any business-related technologies developed by Party A and its subsidiary on the basis of such Services (the "Business-related Technology"),

- (i) the ownership and patent application right therein shall be vested in Party B if such Business-related Technology is obtained by Party A
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through any further development upon entrustment by Party B, or through joint development with Party B.

- (ii) the ownership therein shall be vested in Party A if such Business-related Technology is obtained by Party A through its independent development, provided, however, that (A) Party A shall promptly inform Party B of the details of such Business-related Technology and provide Party B with the relevant materials per its request; (B) in the event that Party A intends to license or transfer such Business-related Technology, Party A shall give Party B top priority to be transferred or granted the exclusive license to use, to the extent permitted by the mandatory laws of China, such Business-related Technology, and Party B shall have the right (but not the obligation) to use such Business-related Technology to the extent transferred or granted by Party A; Party A may license or transfer such Business-related Technology to a third party on conditions (including but not limited to transfer price or license fee) less favorable than that offered to Party B only when Party B waives its pre-emptive right or exclusive use right with respect to such Business-related Technology and Party A shall warrant that such third party will perform all Party A's liabilities and obligations hereunder; and (C) notwithstanding the provisions of clause (B) above, Party B may propose to purchase the Business-related Technology at One Renminbi (RMB1) or the minimum purchase price permitted by the then applicable law at any time during the term set forth in Section 8.1 hereof, and Party A shall agree to Party B's proposal to the extent permitted by the mandatory laws of China.

5.3 In the event that Party B is granted the exclusive license to use the Business-related Technology pursuant to Section 5.2 (ii) above, such license shall be handled as follows:

- (i) Such license shall have a term of no less than five (5) years (as of the date on which the relevant license agreement becomes effective);
  - (ii) The right as defined under such license shall be maximum to the extent possible;
  - (iii) During the license term and within the licensed territory, no party other than Party B (including Party A and its subsidiary) may use or license the use of the Business-related Technology in any manner; and
  - (iv) Upon the expiration of the license term, Party B may request for a renewal of the license agreement, to which request Party A shall agree, and the terms and conditions of the renewed license agreement shall remain unchanged, except to the extent accepted by Party B.
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- 5.4 Notwithstanding the provisions set forth in Section 5.2 (ii) above, patent application in respect of any Business-related Technology described in Section 5.2 (ii) above shall be handled as follows:
- (i) Party A shall obtain Party B's prior consent in writing if Party A intends to apply for patent in respect of any Business-related Technology described in Section 5.2 (ii) above.
  - (ii) Party A may apply for patent in respect of any Business-related Technology or transfer the application right thereto to a third party only after Party B has waived its right of purchasing such application right. To the extent that Party A transfers such application right to any third party, Party A shall ensure that such third party will perform all Party A's liabilities and obligations hereunder and that the terms and conditions (including but not limited to the transfer price) of such transfer shall not be more favorable than that offered to Party B pursuant to Section 5.4 (iii) below.
  - (iii) At any time during the term hereof, Party B may request that application(s) for the patent in respect of any Business-related Technology be filed by Party A. In addition, Party B may, at its own discretion, determine whether it will purchase the right to such application. Upon Party B's request, Party A shall, to the extent permitted by the mandatory laws of China, transfer the right to such application to Party B at One Renminbi (RMB1) or the minimum purchase price permitted by the then applicable law. If Party B is granted any patent upon its exercise of such application right, Party B shall be the lawful owner of such patent.
- 5.5 Each of Party A and Party B hereby warrants to the other that it will indemnify the other Party for any and all economic losses arising out of its violation of any intellectual property right of any third party (including copyright, trademark right, patent right and other proprietary rights).

#### ARTICLE SIX CONFIDENTIALITY OBLIGATION

- 6.1 All information and other relevant materials in connection with Party A's Business and the Services provided by Party B hereunder during the term hereof (the "Relevant Information") shall be owned jointly by both Parties.
- 6.2 Notwithstanding the termination of this Agreement, both Party A and Party B shall keep in confidence the business secrets and proprietary information of the other Party, the Relevant Information and other relevant materials owned
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jointly by both Parties, as well as any other information not made known to the general public (collectively, “Confidential Information”) to which either Party may have access during the performance of this Agreement. Without the prior consent in writing of the other Party or unless disclosure of such Confidential Information to any third party is required by applicable law or Listing Rules, the Party receiving such Confidential Information (the “Receiving Party”) may not disclose such Confidential Information, in whole or in part, to any third party, nor may the Receiving Party use directly or indirectly such Confidential Information, in whole or in part, except to the extent required by the performance of this Agreement.

6.3 Confidential Information does not include any information which

- (a) is already known by the Receiving Party as indicated by written evidence;
- (b) has entered into public domain through no fault of the Receiving Party or become known by the general public for any other reasons; or
- (c) is hereafter lawfully obtained by the Receiving Party through other channels.

6.4 The Receiving Party may disclose Confidential Information to its employees, agents or professional personnel engaged by the Receiving Party, provided, however, that such individuals shall also be bound by this Agreement, keep the secrecy of the Confidential Information, and use the Confidential Information solely for the purpose of the performance hereunder.

#### ARTICLE SEVEN REPRESENTATIONS AND WARRANTIES

7.1 Party A hereby represents and warrants that

- 7.1.1 it is a limited liability company duly registered and validly existing under the laws of the jurisdiction in which it is registered, has independent legal person qualification and the complete and independent legal status and capacity required to sign, deliver and perform this Agreement, and may act as an independent litigation subject;
  - 7.1.2 it has full internal corporate power and authorization to sign and deliver this Agreement as well as all other documents to be signed by it in connection with the transaction anticipated herein and it has full power and authorization to consummate the transaction
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anticipated herein; this Agreement is duly and appropriately signed and delivered by it and constitutes its lawful, valid and binding obligations, enforceable in accordance with its terms;

- 7.1.3 it owns the valid business license required to conduct its business and has full rights and qualifications required to conduct the internet service business within China as well as other Party A's Business it currently engages in as of the day on which this Agreement becomes effective;
- 7.1.4 it will submit to Party B a quarterly financial statement for the then current quarter and budget for the immediately succeeding quarter within ten (10) business days following the end of each quarter and an annual financial statement for the then current year and budget for the immediately succeeding year within thirty (30) business days following the end of each year;
- 7.1.5 it will promptly advise Party B of any lawsuit in which it is involved and other adverse conditions and make its best effort to mitigate losses; and
- 7.1.6 it will not dispose of any of its material assets or change its existing equity structure in any manner without Party B's consent in writing.

7.2 Party B represents and warrants that

- 7.2.1 it is a limited liability company duly registered and validly existing under the PRC laws, has independent legal person qualification and the complete and independent legal status and capacity required to sign, deliver and perform this Agreement, and may act as an independent litigation subject; and
- 7.2.2 it has full internal corporate power and authorization to sign and deliver this Agreement as well as all other documents to be signed by it in connection with the transaction anticipated herein and it has full power and authorization to consummate the transaction anticipated herein; this Agreement is duly and appropriately signed and delivered by it and constitutes its lawful, valid and binding obligations, enforceable in accordance with its terms.

#### ARTICLE EIGHT TERM OF THIS AGREEMENT

8.1 Both Parties hereby acknowledge that this Agreement shall become effective on the date on which it is duly signed by the Parties and shall continue being

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effective unless renewed or terminated in advance by Party B upon notifying Party A in writing.

- 8.2 Upon the termination of this Agreement, both Party A and Party B shall continue to perform their obligations under Articles Three and Six hereof.

#### ARTICLE NINE INDEMNIFICATION

Party A shall indemnify Party B and hold it free and harmless against all losses which Party B suffers or may suffer in rendering the Services hereunder, including but not limited to any and all losses arising out of any lawsuit, recovery, arbitration or claim brought forth by any third party or any administrative investigation or penalty, except where such losses are caused by Party B's willful misconduct or gross default.

#### ARTICLE TEN NOTICE

- 10.1 Any and all notices, requests, instructions or other communications required to be made hereof or made pursuant to this Agreement by one Party to the other hereunder shall be made in writing.
- 10.2 The foregoing notice or other communication shall be deemed duly given upon its delivery by fax or telex or personal delivery or five (5) days following its delivery by mail.

#### ARTICLE ELEVEN LIABILITIES FOR BREACHING

- 11.1 Both Parties agree and acknowledge that a substantial breach of any covenant or failure to substantially perform any obligation hereunder by any Party (the "Default Party") shall constitute a breach of this Agreement ("Breach"), and the non-default Party (the "Non-default Party") shall have the right to demand rectification or remedy by the Default Party within a reasonable period of time. If the Default Party fails to rectify the Breach or to take remedial measures within such reasonable period of time or ten (10) days following the Non-default Party's written notice and demand for rectification thereof, then, in the case of any Breach by Party A, the Non-default Party may, at its own discretion, (i) terminate this Agreement and demand indemnification by the Default Party for all damages, or (ii) ask the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages; or, in the case of any Breach by Party B, the Non-default Party may ask the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages.
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- 11.2 Both Parties agree and acknowledge that under no circumstances may Party A terminate this Agreement on any ground, unless otherwise provided for by law or this Agreement.
- 11.3 Notwithstanding any other provisions herein, the provisions of this Article Eleven shall survive the suspension or termination of this Agreement.

#### ARTICLE TWELVE FORCE MAJEURE

In the event that a Party's performance of this Agreement or any other covenants of the Parties is directly affected by an earthquake, typhoon, flood, fire, war, computer virus, design loophole in any software tool, hacker attack on the internet, amendment to law or policy or any other event of force majeure which is not foreseeable or the result of which is not to be prevented or avoided, such Party shall immediately give the other Party a notice by fax of such event and within thirty days (30) thereafter provide a detailed report thereof as well as a certification document explaining the cause for the non-performance or delayed performance of this Agreement, which certification document shall be issued by the public notary of the region in which the event of force majeure occurred. The Parties shall decide through consultation whether performance of this Agreement, in whole or in part, shall be relieved or delayed to the extent affected by such event. With respect to economic losses sustained by either Party as a result of such event, neither Party shall be liable.

#### ARTICLE THIRTEEN MISCELLANEOUS

- 13.1 This Agreement is made in Chinese in two (2) original copies, with each Party hereto holding one (1) copy.
- 13.2 The execution, effectiveness, performance, amendment, interpretation and termination of this Agreement shall be governed by the laws of the People's Republic of China.
- 13.3 Any dispute arising out of or in connection with this Agreement shall be resolved by the Parties through negotiation. In the event that the Parties cannot reach an agreement within thirty (30) days following the occurrence of such dispute, the dispute shall be submitted to China International Economic and Trade Arbitration Commission for arbitration in accordance with the arbitration rules of such commission then in effect. The arbitration shall be conducted in Beijing and the arbitral award shall be final and binding upon both Parties.
- 13.4 The rights, power and remedies provided for either Party herein shall not exclude any other rights, power or remedies to which such Party is entitled under law, regulations, and other provisions herein, and the exercise by one
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Party of its right, power, or remedies shall not hinder its exercise of any other right, power, or remedies.

- 13.5 Failure to exercise or delay in exercising any right, power, or remedies under this Agreement or law (collectively, the “Rights”) shall not be deemed a waiver of such Rights, and any waiver of single or partial exercise of the Rights shall not exclude the exercise of the Rights in any other manner or the exercise of any other Rights.
- 13.6 Headings herein are inserted for ease of reference only. In no event may such headings be used to interpret or affect the interpretation of the provisions herein.
- 13.7 This Agreement shall supersede all other agreements, written or oral, of the Parties regarding the subject matter of this Agreement and constitute the entire agreement of the Parties concerning such subject matter.
- 13.8 All provisions herein are separable and independent of any other provisions. If one or more provisions hereof are held invalid, illegal or unenforceable at any time, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be adversely affected thereby.
- 13.9 Amendment or addition to this Agreement shall be made in writing and may not become effective unless and until duly executed by the Parties.
- 13.10 No Party may assign any of its rights and/or obligations hereunder to any third party without the prior consent of the other Party in writing.
- 13.11 This Agreement shall be binding upon the legal assigns of both Parties.
- 13.12 Both Parties warrant that they will report and pay their respective taxes arising out of the transaction anticipated herein in accordance with law.

[Remainder of the page left blank intentionally]

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[signature page]

IN WITNESS HEREOF, the Parties have signed this Exclusive Technical Consulting and Service Agreement as of the date and in the place first written above.

Party A: Beijing Chenhuan Technology Co., Ltd. (seal)

Party B: Qie Yi You (Beijing) Information Technology Co., Ltd.(seal)

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## EXHIBIT 1: LIST OF TECHNICAL LICENSE AND SERVICES

### **Technical Support with Respect to Mobile Network Value-added Telecommunication Business**

As the technical service provider of Party A and its subsidiary and subject to the terms and conditions hereof, Party B hereby agrees to provide to Party A and its subsidiary technical services required by the mobile network value-added telecommunication business, which services include but not limited to:

- (1) development, updating and upgrading of user-end software;
- (2) development, updating and upgrading of network server-end software;
- (3) technological development and maintenance of databank;
- (4) development of system technology;
- (5) master system design plan;
- (6) system installation and debugging;
- (7) system commissioning and testing;
- (8) installation and debugging of system expansion;
- (9) examination and maintenance of operational hardware;
- (10) daily maintenance of system software;
- (11) transformation and upgrading of system software.

### **Technical Support with Respect to Internet Information Service Business**

Party B hereby agrees to provide to Party A and its subsidiary technical services relating to its network operation business, which services include but not limited to:

- (1) development, updating and upgrading of network user-end software;
  - (2) development, updating and upgrading of network server-end software;
  - (3) technological development and maintenance of databank;
  - (4) development of website system technology;
  - (5) master website system design plan;
  - (6) website system installation and debugging;
  - (7) website system commissioning and testing;
  - (8) installation and debugging of website system expansion;
  - (9) examination and maintenance of website operational hardware;
  - (10) daily maintenance of website system software;
  - (11) transformation and upgrading of website system software;
  - (12) with respect to various information to be employed by Party A and its subsidiary in its internet information services, including but not limited to information pertaining to news, finance, science and technology, sports, entertainment, games, fashion, education, medical care, culture, and professionals resources, provide compilation, statistics, integration, databank programming, and technical platform design services, assist in determining the
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- content framework and channel structure design for the foregoing, and provide content updating services at the technical level;
- (13) provide webpage design and technical support to Party A and its subsidiary and assist Party A and its subsidiary in providing light and friendly interfaces for news browse, purchase, medical care, chat, entertainment, inquire and register services;
  - (14) with respect to system software which is provided by Party B to Party A and its subsidiary for its website operation, Party B shall also provide Party A and its subsidiary with system documentation such as user guide and manual in relation to such website operation system software;
  - (15) where Party B's assistance is required by Party A and its subsidiary in its endeavor to modify its website system environment, including the operation system and databank environment, Party B shall provide relevant solutions; and
  - (16) assist Party A and its subsidiary in resolving issues arising out of the installation and operation of the website operational equipment.

### **Technical Support with Respect to Network Advertisement Business**

Party B hereby agrees to provide to Party A and its subsidiary technical services relating to its network advertisement business, which services include but not limited to:

- (1) development, updating and upgrading of network advertisement release software;
- (2) installation and commissioning of network advertisement release software;
- (3) technical maintenance of network advertisement release software; and
- (4) design and production of network advertisements.

### **Technical Training**

Party B hereby agrees to provide the following training to Party A and its subsidiary and their employees:

- (1) technical training with respect to the installation and operation of equipment and devices;
- (2) training on appropriate customer service, technology and etc; and
- (3) training on the use of the network editing software.

### **Technical Consulting Service**

- (1) provide consulting services with respect to the purchase of equipments, software and hardware required by Party A and its subsidiary in its network operations, including but not limited to technical suggestions with respect to
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- the selection of various tool software, application software and technical platform, the installation and commissioning of systems, and the purchase, model and performance of various hardware equipment and devices;
- (2) provide technical consulting services such as technical demonstration, technical projection, special technical investigation, analysis and assessment with respect to the technical project designated by Party A and its subsidiary;
  - (3) provide technical consulting services with respect to network software, hardware, equipment, and system network editing software application which are set up or will be set up by Party A and its subsidiary;
  - (4) provide Party A and its subsidiary with the following information with respect to international, domestic and Party A and its subsidiary's network services: trends of special network services, investigations on technology, expenses and income, and analysis and assessment reports;
  - (5) Party A and its subsidiary may consult Party B's technical supporting engineers for solutions to specific technical issues through email, telephone and fax, and Party B's engineers will respond and assist clients in resolving such issues;
  - (6) in the event of any emergency which cannot be handled by Party A and its subsidiary, Party B's engineers will logon remotely upon Party A and its subsidiary's consent, examine the system status and resolve the problem.
  - (7) Party B will satisfy other technical consulting requirements of Party A and its subsidiary to the extent of Party B's capacity.

# **Loan Agreement**

**by and among**

**Chen Ming**

**He Yansheng**

**and**

**Qie Yi You (Beijing) Information Technology Co., Ltd.**

**March 30, 2021**

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## Loan Agreement

This Loan Agreement (the “Agreement”) is entered into by the following parties on March 30, 2021 in Beijing:

- (1) Chen Ming, a PRC citizen;
- (2) He Yansheng, a PRC citizen;

Chen Ming and He Yansheng are referred to hereinafter individually as a “Borrower” and collectively as “Borrowers”; and

- (3) Qie Yi You (Beijing) Information Technology Co., Ltd. (“Lender”), a wholly foreign-owned enterprise established under the PRC laws.

Each of the foregoing parties is referred to hereinafter individually as a “Party” and collectively as “Parties”.

### WHEREAS:

1. Chen Ming and He Yansheng are shareholders on record of Beijing Chenhuan Technology Co., Ltd. (“Chenhuan”), a limited liability company established under the PRC laws, with its registered address at #3-71 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China and with a registered capital of 1.5 Million Renminbi (RMB1.5 Million);
2. In order to provide for the rights and obligations of both Borrowers and Lender under the relevant loan arrangement, the Parties have agreed as follows:

### ARTICLE ONE DEFINITION

- 1.1 As used herein,

“Liability” shall mean the outstanding amount under the Loan;

“Effective Date” shall mean the date on which this Agreement is duly executed by the Parties hereto;

“Loan” shall mean the Renminbi loan advanced by Lender to Borrowers;

“PRC” shall mean the People’s Republic of China, and for the purpose of this Agreement, does not include Hong Kong, Macao and Taiwan;

“Repayment Notice” shall have the meaning set forth in Section 3.1;

“Repayment Application” shall have the meaning set forth in Section 3.2;

“Rights” shall have the meaning set forth in Section 8.5.

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- 1.2 Any reference herein to:  
any “article”, “section” or “subsection” herein shall mean Articles, Sections, and Subsections of this Agreement, unless otherwise provided by the context herein;  
any “taxes and fees” herein shall be interpreted as including any tax, fee, duty or other charge of a similar nature (including but not limited to any penalty or interest in connection with the non-payment or delayed payment of such tax); and  
“Borrower” and “Lender” herein shall be interpreted as including their successors and assigns respectively permitted by each Party based on its own interest.
- 1.3 Unless otherwise stated herein, references to this Agreement, any other agreement or any other document, as the case may be, shall be interpreted as also referring to the amendments, revisions, additions and updates which have been made or may be made from time to time to this Agreement, any other agreement or any other document.
- 1.4 Headings are inserted for ease of reference only.
- 1.5 Unless otherwise required by the context, plural forms shall include singular and vice versa.

## ARTICLE TWO LOAN AMOUNT AND INTEREST RATE

- 2.1 The Parties hereby confirm that the total principal amount of the Loan advanced by Lender to Borrower shall be 1.5 Million Renminbi (RMB1,500,000), including:  
a principal amount of 0.765 Million Renminbi (RMB765,000) advanced to Chen Ming; and  
a principal amount of 0.735 Million Renminbi (RMB735,000) advanced to He Yansheng.
- 2.2 The Loan advanced hereunder shall bear an interest at the rate of zero percent (0%), i.e. no interest will accrue for the Loan hereunder.

## ARTICLE THREE REPAYMENT

- 3.1 The term of Loan shall be ten (10) years as of the date of execution of this Agreement, and may be extended upon agreements by the Parties in writing. During the term or extended term of the Loan, Lender may at any time request at its own absolute discretion that the Liability be discharged, in whole or in part, by Borrower or Borrowers, upon a 30-day prior repayment notice to such Borrower or Borrowers (“Repayment Notice”). In the event that Lender requires
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repayment by any Borrower pursuant to the preceding sentence, Lender shall have the right to purchase or designate a third party to purchase the equity interest held by such Borrower in Chenhuan at such a price as equaling the amount of the Liability to be discharged by such Borrower, provided, however, that the ratio of the equity interest to be so purchased to the equity interest held by such Borrower in Chenhuan shall be equivalent to that of the Liability required to be discharged to the principal amount of the Loan borrowed by such Borrower hereunder. The amount of the Liability required to be repaid shall be offset against that of the equity transfer price.

- 3.2 Any Borrower may at any time apply for the discharge of the Liability, in whole or in part, by sending Lender a 30-day prior notice of application (“Repayment Application”). In such case, Borrower may discharge its Liability only by transferring the equity interest held by such Borrower in Chenhuan, in whole or in part, to Lender or a third party designated by Lender, and the equity transfer price shall be offset against the amount of the Liability applied for discharge by such Borrower. The ratio of the equity interest, which is to be so transferred, to the equity interest held by such Borrower in Chenhuan shall be equivalent to that of the Liability for which discharge is applied, to the principal amount of the Loan borrowed by such Borrower hereunder.
- 3.3 Upon the expiration of the 30-day period set forth in the Repayment Notice or the Repayment Application, as the case may be, Borrower who applies for the repayment of or who is required to repay the Loan shall discharge the Liability in accordance with Section 3.1 or 3.2 respectively.
- 3.4 When Borrower discharges the Liability pursuant to the above provisions of this Article Three, the Parties shall concurrently consummate the equity transfer as prescribed in Section 3.1 or 3.2 above, to ensure that upon the discharge of the Liability, the corresponding equity interest in Chenhuan shall have been transferred, legally and completely, to Lender or the third party designated by Lender, pursuant to Section 3.1 or 3.2 above, and such equity interest shall be free and clear of any lien or any other encumbrance of any kind.
- 3.5 During the term or extended term of the Loan, each Borrower shall immediately repay the Loan in full in accordance with Section 3.1 if such Borrower
- 3.5.1 is dead, incapable of civil action, or has limited capacity for civil action;
  - 3.5.2 engages or is involved in any criminal offence; or
  - 3.5.1 is no longer an employee of Lender or its affiliated company due to whatever reason.

#### ARTICLE FOUR TAXES AND FEES

All taxes and fees in connection with the Loan shall be borne by Lender.

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ARTICLE FIVE CONFIDENTIAL INFORMATION

- 5.1 Each Borrower shall keep in confidence (i) the execution, performance and content of this Agreement, and (ii) Lender's business secrets, proprietary information and client information ("Confidential Information") of which such Borrower may become aware or to which such Borrower may have access in connection with the execution and performance of this Agreement, regardless of the termination hereof. Each Borrower may use the Confidential Information solely in connection with the performance of its obligations hereunder. Without Lender's written consent, each Borrower may not disclose such Confidential Information to any third party, otherwise, such Borrower shall be held liable for its breaching this Agreement and indemnify Lender against all losses of Lender.
- 5.2 After the termination of this Agreement, Borrowers shall, at Lender's request, return, destroy or otherwise dispose of any and all documents, materials or software containing such Confidential Information and stop using such Confidential Information.
- 5.3 Notwithstanding any other provisions herein, the provisions of this Article Five shall survive the suspension or termination of this Agreement.

ARTICLE SIX NOTICE

- 6.1 Any and all notices, requests, instructions or other communications required to be made hereof or made pursuant to this Agreement by one Party to the other hereunder shall be made in writing.
- 6.2 The foregoing notice or other communication shall be deemed duly given upon its delivery by fax or telex or personal delivery or five (5) days following its delivery by mail.

ARTICLE SEVEN LIABILITIES FOR BREACHING

- 7.1 Each Borrower hereby covenants that it will indemnify and hold harmless Lender against any action, charge, claim, cost, harm, demand, fee, liability, loss and procedure incurred by Lender arising out of such Borrower's breach of any of its obligations hereunder.
- 7.2 Notwithstanding any other provisions herein, the provisions of this Article Seven shall survive the suspension or termination of this Agreement.

ARTICLE EIGHT MISCELLANEOUS

- 8.1 This Agreement is made in Chinese in three (3) original copies, with each Party hereto holding one (1) copy.
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- 8.2 The execution, effectiveness, performance, amendment, interpretation and termination of this Agreement shall be governed by the laws of the People's Republic of China.
- 8.3 Any dispute arising out of or in connection with this Agreement shall be resolved by the Parties through negotiation. In the event that the Parties cannot reach an agreement within thirty (30) days following the occurrence of such dispute, the dispute shall be submitted to China International Economic and Trade Arbitration Commission for arbitration in accordance with the arbitration rules of such Commission then in effect. The arbitration shall be conducted in Beijing and the arbitral award shall be final and binding upon the Parties.
- 8.4 The rights, power and remedies provided for each Party herein shall not exclude any other rights, power or remedies to which such Party is entitled under law, regulations, and other provisions herein, and the exercise by one Party of its right, power, or remedies shall not hinder its exercise of any other right, power, or remedies.
- 8.5 Failure to exercise or delay in exercising any right, power, or remedies under this Agreement or law (collectively, the "Rights") shall not be deemed a waiver of such Rights, and waiver of any single or partial exercise of the Rights shall not exclude the exercise of the Rights in any other manner or the exercise of any other Rights.
- 8.6 Headings herein are inserted for ease of reference only. In no event may such headings be used to interpret or affect the interpretation of the provisions herein.
- 8.7 All provisions herein are separable and independent of any other provisions. If one or more provisions hereof are held invalid, illegal or unenforceable at any time, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be adversely affected thereby.
- 8.8 Amendment or addition to this Agreement shall be made in writing and may not become effective unless and until duly executed by the Parties.
- 8.9 Each Borrower may not assign its rights and/or obligations hereunder to any third party without the prior written consent of Lender, while Lender may assign its rights and/or obligations hereunder to its designated third party upon notifying the other Parties.
- 8.10 This Agreement shall be binding upon the legal assigns of each Party.

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[signature page]

IN WITNESS HEREOF, the Parties have signed this Loan Agreement as of the date and in the place first written above.

Chen Ming

By: /s/ Chen Ming (signed)

He Yansheng

By: /s/ He Yansheng (signed)

Qie Yi You (Beijing) Information Technology Co., Ltd. (seal)

**Voting Right Entrustment Agreement**

**of**

**Beijing Chenhuan Technology Co., Ltd.**

**by and among**

**Chen Ming**

**He Yansheng**

**Qie Yi You (Beijing) Information Technology Co., Ltd.**

**and**

**Beijing Chenhuan Technology Investment Co., Ltd.**

**May 7, 2021**

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## **Voting Right Entrustment Agreement**

This Voting Right Entrust Agreement (the “Agreement”) is entered into by the following parties on May 7, 2021 in Beijing, the People’s Republic of China (“China”):

- (1) Qie Yi You (Beijing) Information Technology Co., Ltd. (“Qie Yi You”)
- (2) Beijing Chenhuan Technology Co., Ltd. (“Chenhuan”)
- (3) Chen Ming
- (4) He Yansheng

Chen Ming and He Yansheng are referred to hereinafter individually as a “Shareholder” and collectively as “Shareholders”.

Each of the foregoing parties is referred to hereinafter individually as a “Party” and collectively as “Parties”.

WHEREAS:

1. Shareholders are all the existing shareholders of Chenhuan and hold all the equity interest therein; and
2. Shareholders intend to entrust the voting rights Shareholders enjoy as shareholders of Chenhuan to certain individuals designated by Qie Yi You and Qie Yi You intends to designate such individuals to be so entrusted.

NOW, THEREFORE, the Parties have agreed as follows upon friendly consultation:

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ARTICLE ONE VOTING RIGHT ENTRUST

- 1.1 Each Shareholder hereby irrevocably undertakes to sign a power of attorney upon the execution of this Agreement, whereby a certain individual (“Trustee”) then designated by Qie Yi You will be empowered to exercise the following rights such Shareholder enjoys as shareholder of Chenhuan (“Entrusted Rights”):
- (i) attend the shareholders meeting of Chenhuan as the proxy of such Shareholder;
  - (ii) vote on behalf of such Shareholder on all matters requiring discussion and resolution by shareholders meeting (including but not limited to the appointment and election of directors, general manager and other senior executives of Chenhuan);
  - (iii) propose that an interim shareholders meeting be convened;
  - (iv) exercise Shareholder’s voting right provided by law; and
  - (v) exercise any other Shareholder’s voting right provided by the Articles of Association of Chenhuan, as amended.
- 1.2 As a precondition to the abovementioned empowerment and entrustment, a Trustee shall be a PRC citizen and the abovementioned empowerment and entrustment shall be accepted by Qie Yi You. Upon and only upon a written notice from Qie Yi You to Shareholders regarding the removal of any Trustee, Shareholders shall immediately appoint such other PRC citizen as designated by Qie Yi You then to exercise such Entrusted Rights. A new power of attorney, once made, shall replace the original one immediately. In addition, Shareholders may not withdraw the entrustment and empowerment made to Trustee.
- 1.3 To the extent authorized hereunder, Trustee shall perform its fiduciary obligations with care and diligence in accordance with law and Shareholders shall acknowledge and be responsible for any and all legal consequences arising out of Trustee’s exercise of such Entrusted Rights.
- 1.4 Shareholders hereby acknowledge that Trustee may exercise its Entrusted Rights without seeking Shareholders’ opinion in advance, except to the extent required by the PRC law; provided, however, that Trustee shall advise Shareholders promptly of any resolution or any proposal for an interim shareholders meeting once the same is made.
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- 1.5 Shareholders hereby acknowledge that Trustee shall have the right to appoint any entity or individual to exercise Trustee's Entrusted Rights under Section 1.1 without Shareholders' consent.

## ARTICLE TWO RIGHT TO KNOW

For the purpose of the Entrusted Rights hereunder, Trustee shall have full right to know all information regarding Chenhuan's operation, business, clients, finance, and employees as well as full access to the relevant documentations of Chenhuan, including but not limited to any and all accounts, statements, contracts and internal communications in respect of finance, business and operation, all minutes of the board, and all other documents, and Chenhuan shall give full support thereto.

## ARTICLE THREE EXERCISE OF THE ENTRUSTED RIGHTS

- 3.1 Shareholders will provide Trustee with full assistance required by Trustee in its exercise of the Entrusted Rights, including signing in a timely manner the resolutions of the shareholders meeting or other relevant legal documents made by Trustee (so as, by way of example, to submit the documents required by the regulatory bodies in their examination and approval, registration or filing procedures).
- 3.2 If, at any time during the term hereof, the grant or exercise of the Entrusted Rights hereunder is rendered impossible by any cause (other than Shareholder's or Chenhuan's breach of this Agreement), the Parties hereto shall immediately replace the invalid provision(s) with one(s) that is closest in meaning to the invalid provision(s) and, where necessary, execute any supplementary agreement to amend or readjust the terms and conditions hereof, so as to ensure the realization of the purposes hereof.

## ARTICLE FOUR DISCLAIMER; INDEMNIFICATION

- 4.1 All Parties acknowledge that if the Entrusted Rights hereunder is exercised by any entity/individual appointed by Qie Yi You, it shall not be required to be liable or make any compensation, economic or otherwise, to any third party on account of such appointment.
- 4.2 Chenhuan and Shareholders agree that they shall indemnify and hold harmless Trustee against all losses that Trustee sustained or may sustain by reason of its exercise of the Entrusted Rights, including but not limited to any and all losses arising out of any lawsuit, recovery, arbitration or claim brought forth by any third party or any administrative investigation or penalty, unless such losses are caused by Trustee's willful misconduct or gross negligence.
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ARTICLE FIVE REPRESENTATIONS AND WARRANTIES

- 5.1 Shareholders hereby represent and warrant severally and jointly that
- 5.1.1 each of them is a PRC citizen with full capacity, has full and independent legal status and capacity, and may act as an independent litigation subject;
  - 5.1.2 each of them has full power and authorization to sign and deliver this Agreement as well as all other documents to be signed by each in connection with the transaction anticipated herein and to consummate such transaction;
  - 5.1.3 this Agreement is duly and appropriately signed and delivered by each of them and constitutes their legal, valid and binding obligations, enforceable in accordance with its terms; and
  - 5.1.4 each of them is a legal shareholder on record of Chenhuan at the time this Agreement becomes effective; there is no any other third party right over the Entrusted Rights other than that provided for in this Agreement, the Equity Pledge Agreement by and between Shareholders and Trustees and the Exclusive Equity Option Agreement by and among Shareholders, Chenhuan and Trustees; and subject to this Agreement, the Entrusted Rights may be fully exercised by Trustees in accordance with the articles of association of Chenhuan then in effect.
- 5.2 Qie Yi You and Chenhuan each represents and warrants that
- 5.2.1 it is a limited liability company duly registered and validly existing under the PRC laws, with independent legal person status; it has the complete and independent legal status and capacity required to sign, deliver and perform this Agreement and to act as an independent litigation subject; and
  - 5.2.2 it has full internal corporate power and authorization to sign and deliver this Agreement as well as all other documents to be signed by it in connection with the transaction anticipated herein and the full power and authorization to consummate such transaction.
- 5.3 Chenhuan further represents and warrants that each Shareholder is a legal shareholder on record of Chenhuan at the time this Agreement becomes effective and that subject to this Agreement, the Entrusted Rights may be
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fully exercised by Trustees in accordance with the articles of association of Chenhuan then in effect.

#### ARTICLE SIX TERM

- 6.1 This Agreement shall become effective on the date on which it is duly signed by the Parties and shall continue being effective unless terminated in advance or extended as agreed to by the Parties in writing, or unless earlier terminated pursuant to Section 8.1 hereof.
- 6.2 If either Shareholder transfers all its equity interest in Chenhuan upon prior consent of Qie Yi You, such Shareholder shall no longer be a Party hereto and the obligations and warrants of the other Parties hereunder shall not be adversely affected thereby.

#### ARTICLE SEVEN NOTICE

- 7.1 Any and all notices, requests, instructions or other communications required to be made hereof or made pursuant to this Agreement by one Party to the other hereunder shall be made in writing.
- 7.2 The foregoing notice or other communication shall be deemed duly given upon its delivery by fax or telex or personal delivery or five (5) days following its delivery by mail.

#### ARTICLE EIGHT LIABILITIES FOR BREACHING

- 8.1 All Parties agree and acknowledge that a substantial breach of any covenant or failure to substantially perform any obligation hereunder by any Party (the "Default Party") shall constitute a breach of this Agreement ("Breach"), and the non-default Party or Parties (the "Non-default Party") shall have the right to demand rectification or remedy by the Default Party within a reasonable period of time. If the Default Party fails to rectify the Breach or to take remedial measures within such reasonable period of time or ten (10) days following the Non-default Party's written notice and demand for rectification thereof, then, in the case of any Breach by Shareholders or Chenhuan, the Non-default Party may, at its own discretion, (i) terminate this Agreement and demand indemnification by the Default Party for all damages, or (ii) require the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages; or in the case of any Breach by Qie Yi You, the Non-default Party may require the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages.
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8.2 All Parties agree and acknowledge that under no circumstances may Shareholders or Chenhuan terminate this Agreement on any ground, unless otherwise provided for by law or this Agreement.

8.3 Notwithstanding any other provisions herein, the provisions of this Article Eight shall survive the suspension or termination of this Agreement.

#### ARTICLE NINE MISCELLANEOUS

9.1 This Agreement is made in Chinese in four (4) original copies, with each Party hereto holding one (1) copy.

9.2 The execution, effectiveness, performance, amendment, interpretation and termination of this Agreement shall be governed by the laws of the People's Republic of China.

9.3 Any dispute arising out of or in connection with this Agreement shall be resolved by the Parties through negotiation. In the event that the Parties cannot reach an agreement within thirty (30) days following the occurrence of such dispute, the dispute shall be submitted to China International Economic and Trade Arbitration Commission for arbitration in accordance with the arbitration rules of such Commission then in effect. The arbitration shall be conducted in Beijing and the arbitral award shall be final and binding upon the Parties.

9.4 The rights, power and remedies provided for each Party herein shall not exclude any other rights, power or remedies to which such Party is entitled under law, regulations, and other provisions herein, and the exercise by one Party of its right, power, or remedies shall not hinder its exercise of any other right, power, or remedies.

9.5 Failure to exercise or delay in exercising any right, power, or remedies under this Agreement or law (collectively, the "Rights") shall not be deemed a waiver of such Rights, and waiver of any single or partial exercise of the Rights shall not exclude the exercise of the Rights in any other manner or the exercise of any other Rights.

9.6 Headings herein are inserted for ease of reference only. In no event may such headings be used to interpret or affect the interpretation of the provisions herein.

9.7 All provisions herein are separable and independent of any other provisions. If one or more provisions hereof are held invalid, illegal or unenforceable at

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any time, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be adversely affected thereby.

- 9.8 Amendment or addition to this Agreement shall be made in writing and may not become effective unless and until duly executed by the Parties.
- 9.9 No Party may assign its rights and/or obligations under this Agreement without the prior written consent of the other Party or Parties.
- 9.10 This Agreement shall be binding upon the legal assigns of any Party.

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[signature page]

IN WITNESS HEREOF, the Parties have signed this Voting Right Entrust Agreement as of the date and in the place first written above.

Qie Yi You (Beijing) Information Technology Co., Ltd. (seal)

Beijing Chenhuan Technology Co., Ltd. ("seal")

Chen Ming

By: /s/ Chen Ming

He Yansheng

By: /s/ He Yansheng

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## Exhibit 1 Power of Attorney

I \_\_\_\_\_, hereby irrevocably authorize \_\_\_\_\_ (ID No.: \_\_\_\_\_) to act as my trustee, who in such capacity may exercise the shareholders' rights corresponding to all the Equity held by me in Beijing Chenhuan Technology Co., Ltd. (the "**Chenhuan**") in accordance with the power of attorney for the voting rights of shareholders signed between Qie Yi You (Beijing) Information Technology Co., Ltd. and me, which include:

- (1) to present at shareholders' meetings of Chenhuan in the capacity of Trustee of Shareholders;
- (2) to vote on behalf of Shareholders on all matters requisite of discussions and voting by Shareholders (including but not limited to the sale or transfer of the Equity held by Shareholders to any third party or designate and elect the senior management such as directors and general manager of Chenhuan);
- (3) to call for holding ad hoc shareholders' meetings;
- (4) any voting rights of Shareholder under laws;
- (5) other Shareholders' voting rights under the Articles of Association of Chenhuan, as amended.

Signature :

Date :

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Program Resources License and  
Cooperation Agreement

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Between

Phoenix Satellite Television Company Limited

and

Beijing Tianying Jiuzhou Network Technology Co., Ltd.

Date: August 24, 2021

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## Program Resources License and Cooperation Agreement

This Program Resources License and Cooperation Agreement (this “Agreement”) is made on August 24, 2021 by and between:

(1) Phoenix Satellite Television Company Limited (“Party A” or “Phoenix Television”), a limited company incorporated and validly existing under the laws of Hong Kong with its registered address at No. 2-6 Dai King Street, Tai Po Industrial Estate, New Territories, Hong Kong; and

(2) Beijing Tianying Jiuzhou Network Technology Co., Ltd. (“Party B” or “Tianying Jiuzhou”), a limited company duly established and validly existing under the laws of the People’s Republic of China with its registered address at Room 201, Floor 2, Building 2, Courtyard 4, Qiyang Road, Chaoyang District, Beijing, China.

(Party A and Party B shall hereinafter be referred to individually as a “Party” and collectively as the “Parties”)

### WHEREAS:

- 1 . Party A owns the copyrights and other related rights to its self-produced programs (except for all the music, the segments and data licensed by third parties to Party A, and the segments and materials not produced by Party A in the programs);
- 2 . The Parties agree that through cooperation, Party A shall provide Party B with the right to use Party A’s Phoenix TV Program Resources (as defined below) in the manner and on the conditions agreed in this Agreement.

NOW, THEREFORE, based on the principles of equality, mutual benefit and complementary advantages, Party A and Party B hereby agree as follows through friendly consultation:

### Article 1 Definitions

- 1.1 In this Agreement (including RECITALS), the following words and expressions shall have the meanings assigned to them respectively below unless the context provides otherwise:

“Program means Resources” for the purpose of this Agreement, the programs and derivative audio parts provided by Party A to Party B, which are fully copyrighted and broadcasted on the channels of Party A (including Phoenix InfoNews Channel\Phoenix Chinese Channel\Phoenix Hong Kong Channel), excluding the segments and data licensed by third parties to Phoenix Television and the segments and materials not produced by Phoenix Television in the programs;



“Program Copyrights” means		the copyrights to the programs to which Party A owns full copyrights with respect to TV broadcasting and Internet in the Chinese Mainland. For the purpose of the Agreement, Program Copyrights exclude the copyrights to the programs that Party A re-produces through purchasing or that are not completely produced by Party A;
“Derivative Products” mean		new products created by making use of the Program Resources, including but not limited to audio and image products produced and distributed in any format such as Bluray, DVD, MP3 and MP4, products adapted into books, film and television works, etc., and products in new forms such as VR and 3D;
“Use Right” means		the exclusive right to broadcast and sub-license the Program Resources granted by Party A to Party B according to Article 3.2 of this Agreement, which Party B has within the Licensed Scope according to the scope and conditions agreed in this Agreement;
“Companies of Phoenix Television Group” means		Phoenix Media Investment (Holdings) Limited and its affiliated companies;
“New Media” means		Phoenix New Media Limited, the controlling shareholder of Party B;
“Members of New Media” means		the New Media and/or its affiliated companies;
“Third Parties” mean,		for the purpose of this Agreement, any companies, enterprises, other economic organizations and individuals other than the Parties;
“Taxes” mean		all forms of taxes and expenses, including taxes levied in the Chinese Mainland (including Chinese mainland central government and local governments at all levels) and any other jurisdictions, and all forms of taxes, interest taxes, value-added taxes, stamp taxes, land and house use taxes and all customs duties, expenses, deductions, withholding taxes and withholding income taxes collected or levied on related capital, profits, income, sales or other taxable items, also including any tax-related fines or other payments. “Tax” shall be interpreted accordingly;
“Intellectual Property Rights” mean		copyrights, exclusive rights to use trademarks, patent rights, ownership of trade secrets, and other intellectual property rights stipulated under applicable laws;

“Working means Day”	a day, other than Saturdays, Sundays and legal holidays in the Chinese Mainland, on which commercial banks are open for business in China;
“Chinese means Mainland”	the mainland of the People’s Republic of China (excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan Province for the purpose of this Agreement);
“Chinese mean Laws”	the legally binding normative documents such as laws, regulations, rules, orders, notices and provisions issued from time to time in the Chinese Mainland before and after the effective date of this Agreement;
“Internet means Field”	the information network connected by various standards based on IP communication technology and wireless communication technology, including Internet, mobile Internet, fixed communication network, mobile communication network, wireless communication, IP communication network and mobile network, etc., excluding the existing TV large-screen terminals such as CATV network, IPTV and OTT, as well as the TV projection based on TV large-screen and the possible playing modes of large-screen TV terminals in the future;
“Licensed means Field”	the Internet Field in the Chinese Mainland;
“Internet means Protocol Network”	the Internet Protocol Network, including but not limited to Local Area Network, Wide Area Network, Broadband Network, Internet Network, Wireless Network, Mobile Network, and other interconnected networks using the Internet Protocol Network as communication mode; and
“IPTV” means	the Internet Protocol Television that uses any devices or products that use the Internet Protocol Network as communication mode as media to transmit broadcast and video services.

Article 2            Basic Principles for Party A to Provide the License of the Program Resources

- 2.1 Party B shall fully respect and actively protect the Intellectual Property Rights of Party A, and use the Program Resources licensed by Party A only within the scope of the Licensed Field. Party B shall not use the Program Resources provided by Party A in any form for any purpose other than the purpose under this Agreement, or for any scope outside the Licensed Field without the written consent signed by Party A.
- 2.2 Party B shall have the exclusive right to use the Program Resources within the Licensed Field. Party A shall not use the Program Resources by itself or sub-license any other third party to use the same within the Licensed Field without the prior written consent signed by Party B.
- 2.3 Party B shall have the right of sub-license, and may license any third party (the "Third Party Licensed by Party B") to broadcast Party A's Program Resources within the Licensed Field, provided that the Third Party Licensed by Party B may not sub-license any other third party to broadcast Party A's Program Resources. Party B shall ensure that in its contract with the Third Party Licensed by Party B, the Third Party Licensed by Party B (i) agrees to fully respect and actively protect Party A's Intellectual Property Rights to the Program Resources and (ii) shall not broadcast Party A's Program Resources outside the Licensed Field.
- 2.4 The services provided by the Parties according to this Agreement shall be based on the principles of fairness and reasonableness, as if they are charged services between unrelated enterprises in economic exchanges.
- 2.5 If Party B needs to use the Program Resources licensed by Party A for other services outside the Licensed Field, it must first negotiate with Party A on the contents, scopes and requirements of such other services and obtain Party A's prior written consent. Party A can decide at its sole discretion whether to agree to such other services. If Party A agrees to provide such other services in writing, the Parties shall negotiate on the contents, methods and fees of such other services in good faith. If Party B needs to commercially develop the Derivative Products of the Program Resources, it shall negotiate with Party A in advance, except for non-commercial development and use of the Derivative Products of the Program Resources.
- 2.6 If Party A needs to use the Program Resources in the Licensed Field (i.e., the Internet Field in the Chinese Mainland), it must first negotiate with Party B on the content, scope and requirements of such use and obtain the prior written consent of Party B. Party B may determine and decide at its sole discretion whether to agree to such use.
- 2.7 Party B shall provide reasonable and necessary assistance when Party A provides Party B with the services and cooperation agreed in this Agreement.

### Article 3 Services Provided by Party A and Scope and Mode of Cooperation

- 3.1 Licensed area of the Program Resources:

- 3.1.1 Licensed area: Chinese Mainland
- 3.2 Use of the Program Resource, Licensed Field and nature:
- 3.2.1 Exclusive use and sub-license right:  
Party B shall have the exclusive broadcasting (including but not limited to live broadcast, on-demand broadcast, carousel broadcast, download, second clip broadcast, etc.) and sub-license rights to the Program Resources in the Internet Field within the licensed area, that is, for the related programs broadcasted on the channels of Phoenix Television, Party B shall have the right to exclusively broadcast the Program Resources and license the Program Resources to a third party for broadcasting in the Licensed Field, provided that as stated in Article 2.3 of this Agreement, a Third Party Licensed by Party B may not sub-license the Program Resources to any other third party.
- 3.2.2 If Party B needs to broadcast the Program Resources in any field other than the Licensed Field set forth in this Agreement, Party B must apply to Party A in writing in advance, and shall not broadcast the Program Resources in the newly-added licensed field until it obtains Party A's written consent and license.
- 3.3 Except as stipulated in Article 3.2, Party A reserves the following rights:
- 3.3.1 Party A reserves the full rights to the existing cable TV networks, IPTV, OTT and other large-screen TV terminals, the TV projection based on the large-screen TV and the possible playing modes of large-screen TV terminals in the future inside and outside China.
- 3.3.2 Party A reserves the right to use the contents related to brand promotion in the official accounts of Phoenix Television on the Internet social platforms in the Chinese Mainland. However, if Party A needs to publish the exclusive and important information or reports on news about current political affairs available on the official accounts of Phoenix Television on social information flow platforms (such as Baijiahao, Penguin, Toutiao, etc.), it shall push and publish such information or reports at a reasonable time after Party B makes push and publication, and shall not push and publish the same in advance. Party A and its affiliated companies reserve the right to publish the highlights, segments and related short videos of programs required for promotion within the scope agreed in this Agreement, and may refer the viewers to the accounts of Party B for some of the aforesaid contents.
- 3.4 Mode for providing the Program Resources:  
Party A shall provide the Program Resources to Party B for downloading, stripping and editing the same into contents suitable for Internet users' reading habits.

Article 4 Service Fees

4.1 Party B shall pay the service fees to Party A on an annual basis, which shall be paid to Party A according to the schedule stipulated in Article 4.2 below. The service fee is RMB 45,000,000 per year.

4.2 Payment schedule of service fees:

First year: to be paid within 30 working days after the signing of this Agreement;

Every subsequent year: to be paid at least 30 working days before the expiration of an anniversary of the signing date of this Agreement.

4.3 Party A and Party B can sign a new agreement on the service items other than those agreed in this Agreement according to the principles determined in this Agreement, and formulate specific charging standards.

#### Article 5 Intellectual Property Rights of the Program Resources and Protection Thereof

5.1 The Parties acknowledge and agree that all copyrights to the Program Resources licensed to Party B shall be owned by Party A (excluding all music, the segments and data licensed by third parties to Party A, and the segments and materials not produced by Party A in the programs which are owned by relevant third-party copyright holders), and Party B does not own and shall not claim to own any copyrights and other Intellectual Property Rights to the Program Resources. If Party B obtains the Intellectual Property Rights related to the Program Resources in the process of using the Program Resources, Party B shall immediately notify Party A. After Party A makes a written request to Party B, Party B shall sign all necessary documents and take all necessary actions to unconditionally and irrevocably transfer such Intellectual Property Rights to Party A, and warrant that the Intellectual Property Rights transferred to Party A are legal, complete and free and clear of any defects or encumbrances.

5.2 If Party A takes a legal action to protect the Intellectual Property Rights to the Program Resources, or if Party A has a dispute with a third party in connection with the Intellectual Property Rights to the Program Resources (including but not limited to being the plaintiff/applicant or defendant/respondent in a litigation and an arbitration), Party B shall provide the cooperation reasonably requested by Party A at the expenses of Party A. However, if a legal action taken by Party A or a dispute involved is caused by the fault of Party B or the fault of a Third Party Licensed by Party B under this Agreement, the expenses incurred in providing the cooperation by Party B shall be borne by Party B itself.

5.3 If Party B knows that the Intellectual Property Rights to the Program Resources provided by Party A to Party B have been infringed upon, it shall use its best efforts to take reasonable and necessary measures to fix the evidence of infringement by the third party, and inform Party A of the fact of third-party infringement within a reasonable time, and take actions reasonably required by Party A to cooperate with Party A in the legal actions or claims taken by Party A to protect the Intellectual Property Rights. The expenses arising from Party B's

cooperation with Party A in Party A's requirement shall be borne by Party A.

- 5.4 Except as agreed in Article 5.3, Party A hereby agrees that Party B shall have the right to take any right protection measures (including but not limited to: sending lawyer's letters to infringing parties, preserving evidence, initiating complaints and reports, and filing lawsuits, etc.) in its own name (the expenses incurred as a result thereof shall be borne by Party B itself) to fight against the infringement on the Intellectual Property Rights to the licensed works, and can demand the infringing party to stop the infringement and compensate for the losses, so as to protect all rights owned by Party B, including the rights referred to above. Party A shall reasonably cooperate with Party B to provide relevant copyright documents required for such right protection.
- 5.5 Party A hereby represents that it does not have any copyright to the programs created by it through procurement or not produced by it, and the components with independent copyrights in the Program Resources (such as music, segments and data licensed by third parties to Party A, etc.), nor does it obtain the licenses from relevant licensors to broadcast such programs, music, segments and materials on the Internet inside and outside the Chinese Mainland. If Party B needs to use the programs, segments, music or materials mentioned in the preceding sentence of this Article, Party B shall obtain the licenses from the licensors by itself.
- 5.6 If Party A has a dispute with a third party or a third party makes a claim or files a lawsuit against Party A with respect to Party B's use of the programs, segments, music or materials described in Article 5.5 of this Agreement or any fault of Party B, Party B shall be responsible for completely and fully compensating Party A or any Company of Phoenix Television Group for all losses and expenses (including but not limited to compensation, fines, administrative and legal fees paid to third parties) incurred by Party A or such Company as a result thereof.

#### Article 6 Confidentiality Obligation of Party B

- 6.1 Party B must use and cause its employees to use the Program Resources in strict accordance with the requirements under this Agreement.
- 6.2 If Party B comes to learn Party A's trade secrets as a result of accepting the license of Party A's Program Resources, Party B shall keep and shall cause its employees to keep such trade secrets confidential. Upon termination of this Agreement, Party B shall return all forms of documents, materials or software related to the above trade secrets to Party A or destroy the same by itself, and delete the same from all of its memory devices.
- 6.3 Party B undertakes to take all reasonable technical means and confidentiality measures to ensure that only Party A, the Third Parties Licensed by Party B and the personnel necessary to perform this Agreement can obtain the Program Resources licensed by Party A to Party B. Party B shall not disclose any Program Resources to any third party in any form or permit any third party to use any Program Resources without Party A's prior written permission, except for the scope specified in this Agreement.

## Article 7 Representations and Warranties

### 7.1 Party A represents and warrants to Party B as follows:

- 7.1.1 Party A owns the copyrights to the programs produced by Party A (except for all music, the segments and data licensed by third parties to Party A, and the segments and materials not produced by Party A in the programs);
- 7.1.2 Party A has taken all appropriate and necessary legal person actions and other actions to authorize relevant personnel to sign and perform this Agreement, and obtained all appropriate consents, approvals and authorizations required for signing and performing this Agreement;
- 7.1.3 The signing and performance of this Agreement by Party A will not conflict with or violate its own constitutional documents, laws and regulations applicable to Party A, or any agreements and contracts to which Party A is a party or binding on Party A.

### 7.2 Party B represents and warrants to Party A as follows:

- 7.2.1 Party B has taken all appropriate and necessary legal person actions and other actions to authorize relevant personnel and Party B to sign and perform this Agreement, and obtained all appropriate consents, approvals and authorizations required for signing and performing this Agreement;
- 7.2.2 The signing and performance of this Agreement by Party B will not conflict with or violate its own constitutional documents, laws and regulations applicable to Party B, and any agreements and contracts to which Party B is a party or binding on Party B.

## Article 8 Liabilities for Breach of Contract, Rescission and Early Termination

8.1 The Parties agree that any breach by either Party of any of its warranties or undertakings hereunder or any provision of this Agreement will constitute a breach under this Agreement. If either Party's breach causes the other Party to suffer economic losses (including only direct economic losses, expenses and legal fees), the breaching party shall be responsible for comprehensive and full compensation.

8.2 This Agreement can be terminated under any of the following circumstances:

- 8.2.1 If either Party breaches its obligations hereunder and fails to correct such breach within ten (10) working days upon receipt of a notice from the other Party demanding correction of the breach, the non-breaching party can rescind this Agreement by a written notice to the breaching party;
- 8.2.2 If either Party enters bankruptcy proceedings, the other Party can terminate this Agreement by a written notice to such Party, in which case,

this Agreement will be terminated on the date when the written notice is delivered to such Party;

- 8.2.3 If the shareholders or the shareholding structure of the New Media change(s), resulting in the fact that the shares held by Party A's holding parent company in the New Media account for 50% or less of the total shares actually issued by the New Media, or if the New Media loses the control over Party B or Party B stops operation, Party A can terminate this Agreement by a written notice to Party B;
- 8.2.4 If either Party's performance of its obligations hereunder becomes illegal under the Chinese Laws, such Party can terminate this Agreement by a written notice to the other Party after the relevant Chinese Laws are promulgated;
- 8.2.5 When either Party exercises the right to terminate this Agreement according to Article 8.2.1 to Article 8.2.4 of this Agreement, it shall send a written notice to the other Party, but it does not need the consent of the other Party. In such case, this Agreement will be terminated on the date when the notice of rescission is delivered to the other Party.
- 8.3 When either Party exercises the right to unilaterally terminate this Agreement according to the provisions of Article 8 of this Agreement, it does not need to make any indemnification or compensation to the other Party, and the termination of this Agreement shall not affect the rights and interests owned by the terminating party before the termination of this Agreement.
- 8.4 If this Agreement is terminated according to the provisions of this Agreement for any reason, Party B will no longer enjoy the rights under this Agreement immediately. Party B must ensure that it shall immediately stop using the Program Resources. If Party B needs to use the Program Resources at that time, Party B shall sign an agreement separately with Party A specifying the scope of use and the license fees.
- 8.5 Upon termination of this Agreement, the provisions of Article 8.1 of this Agreement shall survive.

#### Article 9 Effectiveness

- 9.1 This Agreement shall come into effect on the date when the authorized representatives of the Parties affix their signatures and the Parties' common seals hereto, and shall be valid for three (3) years from the effective date of this Agreement. Unless the Parties sign a written document or otherwise agreed in this Agreement, the provisions of this Agreement shall not be changed, modified, amended, supplemented or terminated in any way.

#### Article 10 Force Majeure



If the performance by either Party of this Agreement is directly affected or is unable to perform this Agreement according to the agreed conditions due to an event of force majeure, including earthquake, typhoon, flood, fire, war, computer virus, design loopholes of tool software, hacker attacks on the Internet, changes in policies and laws, and other unforeseen events or events the consequences of which are unpreventable and unavoidable, such Party shall immediately send a notice to the other Party by fax, and provide the other Party with the details of the event of force majeure and the supporting documents explaining that this Agreement cannot be performed or the performance of this Agreement needs to be postponed within thirty (30) days. The above supporting documents must be issued by a notary authority of the place where the event of force majeure occurs. In such case, the Parties shall, according to the degree of influence of the event of force majeure event on the performance of this Agreement, determine whether this Agreement shall be partially waived, postponed or terminated. Neither Party shall be liable to the other Party for the economic losses caused by the event of force majeure.

#### Article 11 Applicable Law and Dispute Resolution

- 11.1 The formation, validity, interpretation and performance of this Agreement and the settlement of disputes in connection herewith shall be governed by the Chinese Laws.
- 11.2 Any dispute, controversy or claim arising from or in connection with this Agreement and the performance hereof shall be settled through friendly consultation. Consultation shall begin immediately after a Party serves a written notice on the other Party stating the nature of the dispute, controversy or claim. If the dispute cannot be settled within thirty (30) working days after the above notice is served, either Party may, after the expiration of the 30-day period, submit the dispute to the Hong Kong International Arbitration Centre for arbitration in accordance with its arbitration rules in effect at the time of applying for arbitration. The place of arbitration shall be Hong Kong. The arbitral award shall be final and binding on the Parties. During the period of dispute resolution (including the arbitration period), the Parties shall perform other obligations hereunder except for the matters in dispute.

#### Article 12 Taxes

The Parties agree that the Parties shall bear any taxes payable by them respectively in connection with performance of the obligations hereunder or for performance of this Agreement.

#### Article 13 Miscellaneous

- 13.1 Unless otherwise agreed in this Agreement, Party B shall not transfer its rights and obligations hereunder without the written consent of Party A. The successors and permitted assignees of each Party shall be bound by this Agreement.
- 13.2 Failure or delay on the part of either Party to exercise any of its rights, powers or privileges hereunder shall not be deemed as a waiver thereof, nor shall partial

exercise of such rights, powers or privileges preclude the exercise thereof by such Party in the future.

- 13.3 The agreed rights, powers or remedies granted under this Agreement to Party A and Party B shall not exclude any other rights, powers or remedies, but shall be cumulative, and be in addition to other rights, powers and remedies granted by current or future laws, regulations, contract provisions or other provisions.
- 13.4 Any notice, approval, demand, authorization, instruction or other communication under this Agreement (collectively, the "Written Documents") shall be sent in writing or electronically and shall refer to this Agreement. The date on which a Written Document shall be deemed effectively given shall be determined as follows: (i) a Written Document sent by personal delivery shall be deemed effectively served on the other Party at the time when the Written Document is delivered to the other Party's domicile; (ii) a Written Document sent by registered mail or guaranteed mail (postage prepaid and return receipt required) shall be deemed effectively served on the other Party on the fourth business day after the date of sending (whether actually received or not); (iii) a Written Document sent by express mail service shall be deemed effectively served on the other Party on the third business day after the date of delivering the Written Document to the express mail company (subject to the written receipt of the confirmation form); (iv) a Written Document sent by fax shall be deemed effectively served on the other Party at the time when the fax report confirms that the Written Document has been sent; and (v) a Written Document sent by e-mail shall be deemed effectively served on the other Party on the date when the sender's server records that the e-mail was successfully sent.
- 13.5 This Agreement shall supersede any other written or oral agreement between the Parties related to the subject matters stipulated in this Agreement (including but not limited to the agreement signed by Party A, Party B and Yifeng United (Beijing) Technology Co., Ltd. on January 15, 2020), and constitute the entire agreement between the Parties.
- 13.6 This Agreement is executed in Chinese in two (2) originals, with each of Party A and Party B holding one (1) original, both of which shall have the same legal effect.

In Witness Whereof, Party A and Party B have signed this Agreement on the date written above.

(The remainder of this page left blank intentionally)

Party A: Phoenix Satellite Television Company Limited (Seal)

Authorized Representative:

Party B: Beijing Tianying Jiuzhou Network Technology Co., Ltd. (Seal)

Authorized Representative:

## Termination Agreement

This Termination Agreement is made in Beijing on May 7, 2021 by and among:

- (1) Party A: Wu Haipeng ; He Yansheng ;
- (2) Party B: Qie Yi You (Beijing) Information Technology Co., Ltd.  
Address: #3-72 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China ; and
- (3) Party C: Beijing Chenhuan Technology Co., Ltd.  
Address: #3-71 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China

For the purpose of this Agreement, Party A, Party B and Party C shall hereinafter be referred to individually as a “Party” and collectively as the “Parties”.

### WHEREAS:

1. Party A and Party B signed a Loan Agreement on January 13, 2014, according to which Party B provided Party A with a loan totaling RMB 1.5 million;
2. Party A and Party B signed an Equity Pledge Agreement on January 13, 2014, according to which Wu Haipeng pledged 51% of the equities held by Wu Haipeng in Party C to Party B and He Yansheng pledged 49% of the equities held by He Yansheng in Party C to Party B;
3. Party B and Party C signed an Exclusive Technical Consulting and Service Agreement on January 13, 2014;
4. On January 13, 2014, the Parties signed an Exclusive Equity Option Agreement, a Voting Right Entrustment Agreement and a Business Management Agreement;

(The above agreements are collectively referred to as “Existing Control Documents”).

NOW, THEREFORE, based on the principle of equality and mutual benefit, the Parties, through friendly negotiation, agree as follows (this “Agreement”):

1. Termination of the Existing Control Documents
  - (1) Party A and Party B hereby irrevocably agree and confirm that the Loan Agreement and the Equity Pledge Agreement shall be terminated as of the signing date of this Agreement and shall no longer be valid.
  - (2) Party B and Party C hereby irrevocably agree and confirm that the Exclusive Technology License and Service Agreement shall be terminated as of the signing date of this Agreement and shall no longer be valid.

- (3) The Parties hereby irrevocably agree and confirm that the Exclusive Technical Consulting and Service Agreement and the Voting Right Entrustment Agreement and the Business Management Agreement shall be terminated as of the signing date of this Agreement and shall no longer be valid.
  - (4) From the signing date of this Agreement, each Party shall no longer have the rights under the Existing Control Documents and does not need to perform the obligations thereunder.
  - (5) Each Party hereby irrevocably and unconditionally releases the other Parties from any kind or nature of disputes, claims, demands, rights, obligations, responsibilities, actions, contracts or prosecution reasons that such Party has or may have against other Parties in the past, present or future, which are directly or indirectly related to or arise from the Existing Control Documents.
2. This Agreement is made in four counterparts, with each Party holding one counterpart, and such four counterparts shall have the same legal force.

(The following remainder of this page is intentionally left blank and is a signature page)

(This page is the signature page of this Termination Agreement)

Wu Haipeng

Signature:/s/ Wu Haipeng

He Yansheng

Signature:/s/ He Yansheng

Qie Yi You (Beijing) Information Technology Co., Ltd. (Seal)

Beijing Chenhuan Technology Co., Ltd. (Seal)

**Exclusive Equity Option Agreement**

**of Beijing Chenhuan Technology Co., Ltd.**

**by and among**

**Chen Ming,**

**He Yansheng,**

**Beijing Chenhuan Technology Co., Ltd.**

**and**

**Qie Yi You (Beijing) Information Technology Co., Ltd.**

**May 7, 2021**

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## Exclusive Equity Option Agreement

This Exclusive Equity Option Agreement (the “Agreement”) is entered into by the following parties on May 7, 2021 in Beijing, the People’s Republic of China (“PRC” or “China”):

(1) Chen Ming, a PRC citizen;

(2) He Yansheng, a PRC citizen;

(Chen Ming and He Yansheng are referred to hereinafter individually as an “Existing Shareholder” and collectively as “Existing Shareholders”)

(3) Qie Yi You (Beijing) Information Technology Co., Ltd (“Qie Yi You”); and

(4) Beijing Chenhuan Technology Co., Ltd. (“Chenhuan”).

(Each of the foregoing parties is referred to hereinafter individually as a “Party” and collectively as “Parties”.)

### WHEREAS:

- (1) Existing Shareholders are the shareholders on record of Chenhuan and hold all the equity interests in it; and as of the date hereof, the amount of capital contributed and the percentage of shares held by each Existing Shareholder in the Chenhuan Registered Capital are as set forth in Exhibit 1 hereto;
  - (2) Subject to the PRC Law, each Existing Shareholder intends to transfer to Qie Yi You and/or any other entity or individual designated by Qie Yi You, and Qie Yi You intends to accept such transfer of, all the equity interests held by each Existing Shareholder in Chenhuan;
  - (3) In furtherance of the foregoing equity transfer, Existing Shareholders agree to jointly grant Qie Yi You an irrevocable equity option (the “Equity Option”), pursuant to which and to the extent permitted by the PRC Law, Existing Shareholders shall transfer, at Qie Yi You’s request, the Equity (as defined below) to Qie Yi You and/or any other entity or individual designated by Qie Yi You in accordance with this Agreement; and
  - (4) Chenhuan agrees to the grant of the Equity Option by Existing Shareholders to Qie Yi You in accordance with this Agreement.
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NOW, THEREFORE, the Parties have agreed as follows upon friendly consultation:

#### ARTICLE ONE DEFINITION

1.1 Unless otherwise interpreted pursuant to the context herein, each of the terms used herein shall have the meaning ascribed to it below:

“Trustee” shall have the meaning ascribed to it in Section 3.7 hereof.

“Business Licenses” shall mean all approvals, permits, filings and registrations required by Chenhuan in conducting its internet business and all other business legally and efficiently, including but not limited to the Enterprise Legal Person Business License and other relevant permits and licenses then required by the PRC Law.

“Confidential Information” shall have the meaning ascribed to it in Section 8.1 hereof.

“Default Party” shall have the meaning ascribed to it in Section 11.1 hereof.

“Event of Default” shall have the meaning ascribed to it in Section 11.1 hereof.

“Chenhuan Registered Capital” shall mean the registered capital of Chenhuan in the amount of RMB1.5 Million as of the date hereof, as the same may be increased by any additional capital contribution during the term hereof.

“Chenhuan Assets” shall mean all tangible and intangible assets which Chenhuan owns or has the right to use during the term hereof, including but not limited to any moveable property, immovable property, and intellectual properties such as trademarks, copyrights, patents, know-how, domain names and software use rights.

“Exercise Notice” shall have the meaning ascribed to it in Section 3.5 hereof.

“Loan Agreement” shall mean the Loan Agreement signed among Qie Yi You and Existing Shareholders on May 7, 2021.

“Material Agreement” shall mean any agreement to which Chenhuan is a party and which has material impact on Chenhuan’s business or assets, including but not limited to the Exclusive Technical Consulting and Service Agreement by and between Chenhuan and Qie Yi You and other agreements in relation to Chenhuan’s business.

“Non-default Party” shall have the meaning ascribed to it in Section 11.1 hereof.

“Equity”, shall mean, with respect to each Existing Shareholder, all the equity interests held by such Shareholder in the Chenhuan Registered Capital; and with

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respect to all Existing Shareholders, 100% of the equity interests in the Chenhuan Registered Capital.

“PRC Law” shall mean the then current PRC laws, regulations, rules, local stipulations, interpretations and other normative documents with binding force.

“Power of Attorney” shall have the meaning ascribed to it in Section 3.7 hereof.

“Rights” shall have the meaning ascribed to it in Section 12.5 hereof.

“Cap” shall have the meaning ascribed to it in Section 3.2 hereof.

“Subject Equity” shall mean the equity interests in Chenhuan for which Qie Yi You, when exercising its Equity Option (the “Exercise”), has the right to request transfer by either or both Existing Shareholders to Qie Yi You or any other entity or individual designated by Qie Yi You pursuant to Section 3.2 hereof, the amount of which may be the whole or a part of the Equity, as determined by Qie Yi You in its own discretion in accordance with the then current PRC Law and out of its own business considerations.

“Transfer Price” shall mean all consideration payable by Qie Yi You or any other entity or individual designated by Qie Yi You to the Existing Shareholders for the Subject Equity to be obtained at each Exercise pursuant to Article Four hereof.

1.2 Any reference herein to any PRC Law shall be deemed:

- (1) to include amendments, revisions, additions and updates to such PRC Law, whether enacted prior to or after the execution of this Agreement; and
- (2) to include other decisions, notices and rules promulgated or enacted in accordance with the provisions of such PRC Law.

1.3 Unless otherwise stated herein, references to articles, sections, subsections and paragraphs herein shall mean Articles, Sections, Subsections and Paragraphs of this Agreement.

## ARTICLE TWO GRANT OF THE EQUITY OPTION

2.1 Existing Shareholders hereby agree, jointly and severally, to grant Qie Yi You, and Qie Yi You also agrees to accept, an irrevocable, unconditional and exclusive Equity Option, pursuant to which Qie Yi You shall have the right to request, to the extent permitted by the PRC Law, transfer of the Equity in the manner prescribed herein by Existing Shareholders to Qie Yi You or any other entity or individual designated by Qie Yi You.

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2.2 Chenhuan hereby agrees to the grant of the Equity Option by Existing Shareholders to Qie Yi You in accordance with Section 2.1 above and other provisions herein.

### ARTICLE THREE METHOD OF EXERCISE

3.1 To the extent permitted by the PRC Law, Qie Yi You shall have the absolute discretion to determine the specific time, manner and frequency of its Exercise.

3.2 If Qie Yi You and/or any other entity or individual designated by Qie Yi You is permitted by the then current PRC Law to hold all the equity interests in Chenhuan, then Qie Yi You shall have the right to exercise all its Equity Options in one lump sum or by installment, and Qie Yi You and/or any other entity or individual designated by Qie Yi You shall be assigned all the Equity by Existing Shareholders in one lump sum or by installment. If Qie Yi You and/or any other entity or individual designated by Qie Yi You is permitted by the then current PRC Law to hold only a portion of the equity interests in Chenhuan, then Qie Yi You shall have the right to determine the amount of the Subject Equity within the equity holding cap (the "Cap") prescribed by the then current PRC Law, and Qie Yi You and/or any other entity or individual designated by Qie Yi You shall be assigned by Existing Shareholders such amount of the Subject Equity as determined. In the latter case, Qie Yi You shall have the right to exercise its Equity Option by installment along with the gradual opening up of the Cap under the PRC Law, until all the Equity is obtained by Qie Yi You eventually.

3.3 At each Exercise, Qie Yi You shall have the right to determine at its own discretion the amount of the Subject Equity to be transferred by Existing Shareholders at such Exercise to Qie Yi You and/or any other entity or individual designated by Qie Yi You, and Existing Shareholders shall each transfer its Subject Equity to Qie Yi You and/or any other entity or individual designated by Qie Yi You in the amount determined by Qie Yi You. Qie Yi You and/or any other entity or individual designated by Qie Yi You shall pay the Transfer Price for the Subject Equity assigned at such Exercise to the transferring Existing Shareholder and Qie Yi You shall have the right to offset the Transfer Price against the liabilities (including but not limited to borrowings) owing by the relevant Existing Shareholder to Qie Yi You.

3.4 At each Exercise, the Subject Equity may be transferred to Qie Yi You or any third party designated by Qie Yi You, in whole or in part.

3.5 Each time Qie Yi You elects to exercise its Equity Option, it shall send a notice regarding such Exercise in form attached hereto as Exhibit 2 (the "Exercise Notice") to Existing Shareholders, who, upon receipt of such Exercise Notice, shall promptly transfer in one lump sum all the Subject Equity to Qie Yi You and/or any other entity or individual designated by Qie Yi You in the manner prescribe in Section 3.3 hereof.

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- 3.6 Existing Shareholders hereby undertake and warrant, jointly and severally, that once an Exercise Notice is sent to them by Qie Yi You,
- (1) they will promptly convene a shareholders meeting (at which a resolution of such shareholder meeting on the waiver of the right of first refusal shall pass) and take all other necessary action to endorse the transfer of all the Subject Equity to Qie Yi You and/or any other entity or individual designated by Qie Yi You at the Transfer Price;
  - (2) they will promptly enter into an equity transfer agreement with Qie Yi You and/or any other entity or individual designated by Qie Yi You so as to effectuate the transfer of all the Subject Equity to Qie Yi You and/or any other entity or individual designated by Qie Yi You at the Transfer Price; and
  - (3) they will provide necessary support required by Qie Yi You and relevant laws and regulations, including delivering and signing all relevant legal documents, handling all relevant government approval and registration procedures, and assuming all relevant obligations, to enable Qie Yi You and/or any other entity or individual designated by Qie Yi You to obtain all the Subject Equity flawlessly.

- 3.7 Existing Shareholders agree that concurrently with the execution of this Agreement, they shall each sign a power of attorney in form attached hereto as Exhibit 3 (the "Power of Attorney"), whereby any individual appointed by Qie Yi You ("Trustee") will be entrusted in writing to sign on behalf of such Existing Shareholder any and all legal documents required hereunder to ensure that Qie Yi You and/or any other entity or individual designated by Qie Yi You will obtain all the Subject Equity flawlessly. Such Power of Attorney shall be kept by Qie Yi You, which may request, whenever necessary, that more copies of such Power of Attorney be signed by the Existing Shareholders and submitted to the relevant government. Upon and only upon notification in writing from Qie Yi You to Existing Shareholders regarding the replacement of Trustee, Existing Shareholders shall forthwith cancel their authorization to the existing Trustee and authorize such other Trustee then appointed by Qie Yi You to sign on behalf of Existing Shareholders any and all legal documents required hereunder. The new Power of Attorney, once made, shall replace the original one immediately. In no other circumstances may Existing Shareholders cancel their Power of Attorney to the Trustee.

#### ARTICLE FOUR TRANSFER PRICE

- 4.1 At each Exercise, all the Transfer Price payable by Qie Yi You or any entity or individual designated by Qie Yi You to each Existing Shareholder shall equal the capital amount actually contributed by such Existing Shareholder in respect of the equity interests transferred at such Exercise. If there is any mandatory requirements in the PRC Law on the Transfer Price then, Qie Yi You or any
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entity or individual designated by Qie Yi You shall have the right to set the Transfer Price at the minimum price permitted by the PRC Law.

- 4.2 At each Exercise, the amount borrowed by Existing Shareholders under the Loan Agreement dated May 7, 2021 between Existing Shareholders and Qie Yi You shall offset the Transfer Price payable by Qie Yi You at such Exercise. Existing Shareholders may not request the payment of the Transfer Price hereunder by Qie Yi You to Existing Shareholders be made in any manner other than that prescribed herein with respect to the offset of liabilities.

#### ARTICLE FIVE REPRESENTATIONS AND WARRANTIES

- 5.1 Existing Shareholders hereby, jointly and severally, represent and warrant as follows, which representations and warrants shall continue in force and effect as though they were made at the time the Equity is transferred,
- 5.1.1 each of them is a PRC citizen with full capacity, has full and independent legal status and capacity to sign, deliver and perform this Agreement, and may act as an independent litigation subject;
  - 5.1.2 Chenhuan is a limited liability company duly registered and validly existing under the PRC Laws, with independent legal person status, has full and independent legal status and capacity to sign, deliver and perform this Agreement, and may act as an independent litigation subject;
  - 5.1.3 each of them has full power and authorization to sign and deliver this Agreement as well as all other documents to be signed by each in connection with the transaction anticipated herein and to consummate such transaction;
  - 5.1.4 this Agreement is duly and appropriately signed and delivered by Existing Shareholders and constitutes their legal, valid and binding obligations, enforceable against them in accordance with its terms;
  - 5.1.5 Existing Shareholders are the legal and registered owners of the Equity at the time this Agreement becomes effective; other than the rights created under this Agreement, the Equity Pledge Agreement between Existing Shareholders and Qie Yi You, and the Voting Right Entrust Agreement among Existing Shareholders, Qie Yi You and Chenhuan, there is no lien, pledge, recourse and other security interest or third party rights on the Equity; and following the Exercise pursuant to this Agreement, Qie Yi You and/or any other entity or individual designated by Qie Yi You will obtain good title to the Subject Equity, free from any lien, pledge, recourse and other security interest or third party rights.
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5.2 Chenhuan hereby represents and warrants that:

- 5.2.1 it is a limited liability company duly registered and validly existing under the PRC Laws, with independent legal person status, has full and independent legal status and capacity to sign, deliver and perform this Agreement, and may act as an independent litigation subject;
- 5.2.2 it has full power and authorization to sign and deliver this Agreement as well as all other documents to be signed by each in connection with the transaction anticipated herein and to consummate such transaction;
- 5.2.3 this Agreement is duly and appropriately signed and delivered by it and constitutes its legal, valid and binding obligations, enforceable against it in accordance with its terms;
- 5.2.4 Existing Shareholders are all the legal shareholders on record of Chenhuan at the time this Agreement becomes effective, and following the Exercise pursuant to this Agreement, Qie Yi You and/or any other entity or individual designated by Qie Yi You will obtain good title to the Subject Equity, free from any lien, pledge, recourse and other security interest or third party rights; and
- 5.2.5 it has all the Business Licenses required in conducting its business at the time this Agreement is signed and has full rights and qualifications to conduct its internet and all other businesses in China; it has been operating according to law ever since it was founded and there is no violations or potential violations of regulations or requirements of the industry and commerce, tax, communication, labor, social security or any other government authorities, nor is there any dispute over any breach of contract.

#### ARTICLE SIX EXISTING SHAREHOLDERS' UNDERTAKING

Each Existing Shareholders hereby undertakes severally that,

- 6.1 during the term hereof, it shall take all necessary actions to ensure that Chenhuan will obtain timely all the Business Licenses required to conduct its business and to maintain all such Business Licenses valid at all times;
  - 6.2 during the term hereof, it will not, without Qie Yi You's prior consent in writing,
    - 6.2.1 transfer or otherwise dispose of any Equity or place thereon any security interest or third party rights;
    - 6.2.2 increase or decrease the Chenhuan Registered Capital;
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- 6.2.3 dispose of or cause the disposition of any Chenhuan Asset by the Chenhuan management, other than such disposition during the normal course of operation;
  - 6.2.4 terminate or cause the termination of any Material Agreement to which Chenhuan is a party by the Chenhuan management, or enter into any other agreement which may contradict with the existing Material Agreements;
  - 6.2.5 appoint or remove any director or supervisor of Chenhuan or any other management member of Chenhuan who shall be appointed or removed by Existing Shareholders;
  - 6.2.6 cause or endorse the declaration or actual distribution of any distributable profit, bonus, dividends or interests by Chenhuan;
  - 6.2.7 do anything which will jeopardize the valid existence of Chenhuan or lead to the termination, liquidation or dissolution of Chenhuan;
  - 6.2.8 cause or endorse any amendment to the articles of association of Chenhuan; or
  - 6.2.9 cause or endorse any lending or borrowing, provision of any guarantee or creation of any other security interest or assumption of any major obligations by Chenhuan other than in the normal course of operation.
  - 6.2.10 vote for the aforesaid matters at shareholders' meetings or sign any shareholders' written resolution on approval of the aforesaid matters.
- 6.3 During the term hereof, it will make its best effort to develop Chenhuan's business, ensure that Chenhuan will conduct its business operations in compliance with all relevant laws and regulations, and will not do or cause to be done anything which will jeopardize the Chenhuan Assets, its business reputation or the validity of the Chenhuan Business Licenses.

#### ARTICLE SEVEN CHENHUAN'S UNDERTAKING

- 7.1 In the event that the execution and performance of this Agreement or the grant of the Equity Option hereunder requires any consent, permit, waiver or authorization by any third party; any approval, permit or exemption by any government authority; or any filing or registration with any government authority (where the same is required by law), Chenhuan will make its best effort to assist in satisfying all such conditions.
  - 7.2 Without Qie Yi You's prior consent in writing, Chenhuan will not assist or permit any Existing Shareholder to transfer or otherwise dispose of any Equity or place thereon any security interest or third party rights.
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7.3 Chenhuan will not do or permit to be done anything which will have any adverse effect on Qie Yi You's interests hereunder.

#### ARTICLE EIGHT CONFIDENTIALITY OBLIGATION

8.1 Notwithstanding the termination of this Agreement, Existing Shareholders shall be obligated to keep in confidence the information listed below (the "Confidential Information"):

- (i) the execution and performance of this Agreement as well as the content hereof;
- (ii) Qie Yi You's business secrets, proprietary information, and clients' information of which Existing Shareholders may become aware or to which they have access in connection with the execution and performance of this Agreement; and
- (iii) Chenhuan's business secrets, proprietary information, clients' information, and other relevant information of which Existing Shareholders may become aware or to which they have access as shareholders of Chenhuan.

Existing Shareholders may use such Confidential Information only for the purpose of performing their obligations hereunder and may not disclose such Confidential Information to any third party without Qie Yi You's prior consent in writing, otherwise Existing Shareholders shall be held liable for breaching and responsible for all losses thereof.

8.2 After the termination of this Agreement, each Existing Shareholder shall, at Qie Yi You's request, return, destruct, or otherwise dispose of any and all documents, materials or software containing Confidential Information and stop using such Confidential Information.

8.3 Notwithstanding any other provisions herein, the provisions of this Article Eight shall survive the suspension or termination of this Agreement.

#### ARTICLE NINE TERM

This Agreement shall become effective as of the date hereof and remain in effect till all Equity are duly transferred to Qie Yi You and/or any other entity or individual designated by Qie Yi You in accordance with this Agreement.

#### ARTICLE TEN NOTICE

10.1 Any and all notices, requests, instructions or other communications required to be made hereof or made pursuant to this Agreement by one Party to the other hereunder shall be made in writing.

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- 10.2 The foregoing notice or other communication shall be deemed duly given upon its delivery by fax or telex or personal delivery or five (5) days following its delivery by mail.

#### ARTICLE ELEVEN LIABILITIES FOR BREACHING

- 11.1 Both Parties agree and acknowledge that a substantial breach of any covenant or failure to substantially perform any obligation hereunder by any Party (the "Default Party") shall constitute an event of default hereunder (the "Event of Default"), and the non-default Party (the "Non-default Party") shall have the right to demand rectification or remedy by the Default Party within a reasonable period of time. If the Default Party fails to rectify the Event of Default or to take remedial measures within such reasonable period of time or ten (10) days following the Non-default Party's written notice and demand for rectification thereof, then, in the case of any Event of Default by Existing Shareholders or Chenhuan, the Non-default Party may, at its own discretion, (i) terminate this Agreement and demand indemnification by the Default Party for all damages, or (ii) require the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages; or, in the case of any Event of Default by Qie Yi You, the Non-default Party may require the Default Party to continue performing its obligations hereunder and indemnify the Non-default Party for all its damages.
- 11.2 Both Parties agree and acknowledge that under no circumstances may Existing Shareholders or Chenhuan terminate this Agreement on any ground.
- 11.3 The rights and remedies provided for herein are cumulative and not exclusive of any other rights or remedies available under law.
- 11.3 Notwithstanding any other provisions herein, the provisions of this Article Eleven shall survive the suspension or termination of this Agreement.

#### ARTICLE TWELVE MISCELLANEOUS

- 12.1 This Agreement is made in Chinese in four (4) original copies, with each Party hereto holding one (1) copy.
- 12.2 The execution, effectiveness, performance, amendment, interpretation and termination of this Agreement shall be governed by the PRC Law.
- 12.3 Any dispute arising out of or in connection with this Agreement shall be resolved by the Parties through negotiation. In the event that the Parties cannot reach an agreement within thirty (30) days following the occurrence of such dispute, the dispute shall be submitted to China International Economic and Trade Arbitration Commission for arbitration in accordance with the arbitration rules of such commission then in effect. The arbitration shall be conducted in Beijing and the arbitral award shall be final and binding upon both Parties.
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- 12.4 The rights, power and remedies provided for either Party herein shall not exclude any other rights, power or remedies to which such Party is entitled under law, regulations, and other provisions herein, and the exercise by one Party of its right, power, or remedies shall not hinder its exercise of any other right, power, or remedies.
- 12.5 Failure to exercise or delay in exercising any right, power, or remedies under this Agreement or law (collectively, the “Rights”) shall not be deemed a waiver of such Rights, and waiver of any single or partial exercise of the Rights shall not exclude the exercise of the Rights in any other manner or the exercise of any other Rights.
- 12.6 Headings herein are inserted for ease of reference only. In no event may such headings be used to interpret or affect the interpretation of the provisions herein.
- 12.7 All provisions herein are separable and independent of any other provisions. If one or more provisions hereof are held invalid, illegal or unenforceable at any time, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be adversely affected thereby.
- 12.8 Once executed, this Agreement shall supersede any and all other legal documents by and among the Parties with respect to the same subject matter. Amendment or addition to this Agreement shall be made in writing and may not become effective unless and until duly executed by all the Parties hereto.
- 12.9 Neither Existing Shareholders nor Chenhuan may transfer their or its rights and/or obligations hereunder to any third party without Qie Yi You’s prior consent in writing. Upon notifying Existing Shareholders and Chenhuan, Qie Yi You may transfer any of its rights and/or obligations hereunder to any third party appointed by Qie Yi You.
- 12.10 This Agreement shall be binding on the legal assigns of the Parties hereto.

[Remainder of the page left blank intentionally]

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[signature page]

IN WITNESS HEREOF, the Parties have signed this Exclusive Equity Option Agreement as of the date and in the place first written above.

Chen Ming

By:/s/ Chen Ming

He Yansheng

By:/s/ He Yansheng

Qie Yi You (Beijing) Information Technology Co., Ltd. (seal)

Beijing Chenhuan Technology Co., Ltd. (seal)

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EXHIBIT 1:

Background Information of Chenhuan

Name: Beijing Chenhuan Technology Co., Ltd.

Registered Address: #3-71 Building No. 6 Ronghui Plaza, Linkong Economic Zone, Shunyi District, Beijing, China

Registered Capital: RMB1.5 Million

Legal Representative: Chen Ming

Equity Structure:

Existing Shareholder Name	Amount of Registered Capital Owned	Percentage of Capital Contribution
Chen Ming	RMB0.765 Million	51%
He Yansheng	RMB0.735 Million	49%

Fiscal Year: from January 1 to December 31 of each calendar year

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EXHIBIT 2:

Form of Exercise Notice

To: [Name of Existing Shareholder]

Reference is hereby made to the Exclusive Equity Option Agreement dated May 7, 2021 by and among Qie Yi You (Beijing) Information Technology Co., Ltd. (the “Company”), you, and Beijing Chenhuan Technology Co., Ltd. (“Chenhuan”), pursuant to which it is agreed that, subject to the PRC Law and at the request of the Company, you shall transfer the equity interests you hold or your company holds in Chenhuan to the Company or any third party appointed by the Company.

Therefore, the Company hereby informs you as follows:

The Company hereby requests to exercise the Equity Options under the Exclusive Equity Option Agreement and it/[name of company/individual] appointed by the Company shall accept \_\_\_\_\_% of the equity interests which you hold in Chenhuan (the “Subject Equity”). Please transfer immediately all the Subject Equity to the Company/[name of company/individual] appointed by the Company in accordance with the Exclusive Equity Option Agreement.

Sincerely Yours,

Qie Yi You (Beijing)  
Information Technology Co., Ltd. (seal)

Authorized Representative:

Date:

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EXHIBIT 3:

Power of Attorney.

I, hereby irrevocably authorize \_\_\_\_\_ (ID No.: \_\_\_\_\_) to act as my trustee, who in such capacity may sign the equity transfer agreement by and among I, Beijing Chenhuan Technology Co., Ltd. and Qie Yi You (Beijing) Information Technology Co., Ltd. and/or another related party with respect to the transfer of the equity interests which I and/or other shareholders hold in Beijing Chenhuan Technology Co., Ltd. and all other relevant legal documents, and handle all registration procedures required by the equity transfer hereunder with the relevant administration for industry and commerce.

By: \_\_\_\_\_ (signed)

Name:

Date:

## List of Significant Subsidiaries of the Registrant (as of March 31, 2022)

## Subsidiaries

Name of Entity	Jurisdiction of Incorporation
Phoenix Satellite Television Information Limited	BVI
Phoenix New Media (Hong Kong) Company Limited	Hong Kong
Phoenix New Media (Hong Kong) Information Technology Company Limited	Hong Kong
Fread Limited	Cayman Islands
I Game (Hong Kong) Company Limited	Hong Kong
Fenghuang On-line (Beijing) Information Technology Co., Ltd.	PRC
Beijing Fenghuang Yutian Software Technology Co., Ltd.	PRC
Fenghuang Feiyang (Beijing) New Media Information Technology Co., Ltd.	PRC
Beijing Fenghuang Borui Software Technology Co., Ltd.	PRC
Qieyiyou (Beijing) Information Technology Co., Ltd.	PRC

## VIEs

Name of Entity	Jurisdiction of Incorporation
Beijing Fenghuang Ronghe Investment Co., Ltd.	PRC
Beijing Tianying Jiuzhou Network Technology Co., Ltd.	PRC
Beijing Chenhuan Technology Co., Ltd.	PRC

## Subsidiaries of VIEs

Name of Entity	Jurisdiction of Incorporation
Beijing Tianying Chuangzhi Advertising Co., Ltd.	PRC
Tianjin Fenghuang Mingdao Culture Communication Co., Ltd.	PRC
Beijing Fengyu Network Technology Co., Ltd.	PRC
Beijing Fengyue Culture Technology Co., Ltd.	PRC
Fengqingyang (Beijing) Culture Transmission Co., Ltd.	PRC
Beijing Huanyou Tianxia Technology Co., Ltd.	PRC
Shanghai Meowpaw Info&Tech Co., Ltd.	PRC
Tianjin Fengying Hongda Culture Communication Co., Ltd.	PRC
Beijing Fenghuang Tianbo Network Technology Co., Ltd.	PRC
Yifeng Lianhe (Beijing) Technology Co., Ltd.	PRC
Shanghai Fengyu Video Technology Co., Ltd.	PRC





**Certification by the Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Shuang Liu, certify that:

1. I have reviewed this annual report on Form 20-F of Phoenix New Media Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: April 28, 2022

By: /s/ Shuang Liu

Name: Shuang Liu

Title: Chief Executive Officer

**Certification by the Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Edward Lu, certify that:

1. I have reviewed this annual report on Form 20-F of Phoenix New Media Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: April 28, 2022

By: /s/ Edward Lu

Name: Edward Lu

Title: Chief Financial Officer





CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No.333-225976, No.333-217490, No.333-200630, No.333-191177 and No.333-177810) of Phoenix New Media Limited of our report dated April 28, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

/s/PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP

Beijing, the People's Republic of China

April 28, 2022



中倫律師事務所  
ZHONG LUN LAW FIRM

上海市浦东新区世纪大道8号国金中心二期6/10/11/16/17层, 邮编 200120  
6/10/11/16/17F, Two IFC, 8 Century Avenue, Pudong New Area, Shanghai 200120, P. R. China  
电话/Tel: +86 21 6061 3666 传真/Fax: +86 21 6061 3555  
网址: www.zhonglun.com

April 28, 2022

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

Dear Sir/Madam:

We consent to the reference to our firm under the headings of “Risk Factors”, “Regulatory Matters” and “Organizational Structure” in Phoenix New Media Limited’s Annual Report on Form 20-F for year ended December 31, 2021, which will be filed with the Securities and Exchange Commission (the “SEC”). We also consent to the filing with the SEC of this consent letter as an exhibit to the Annual Report on Form 20-F for the year ended December 31, 2021.

In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, or under the Securities Exchange Act of 1934, in each case, as amended, or the regulations promulgated thereunder.

Yours faithfully,

\_\_\_\_\_  
s/ Zhong Lun Law Firm  
**Zhong Lun Law Firm**