



# SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 205)

## Proxy Form for Special General Meeting (“SGM”)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
(the “Share(s)”) in the capital of SEEC Media Group Limited (the “Company”), **hereby appoint** <sup>(Note 3)</sup> the Chairman of the  
SGM or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the SGM (or any adjournment thereof) of the Company to be held at Room 806, 8th  
Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 14 November 2016 at 10:00 a.m. or in the  
event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in  
Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day (as defined in note 6 below)  
after 14 November 2016 for the purpose of considering and, if thought fit, passing the resolution set out in the notice  
convening the SGM and at the SGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below  
in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
To approve, ratify and confirm the Agreement and the transactions contemplated thereunder <sup>(Note 5)</sup> .		

Signed this the \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Shareholder's(s') signature(s) <sup>(Notes 7 & 8)</sup> : \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialled by the person who signs it.** If no name is inserted, the duly appointed Chairman of the SGM will act as your proxy.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.**
- The full text of this resolution appears in the notice of the SGM dated 19 October 2016.
- Business Day means any day (excluding Saturday, Sunday, public holiday and any day on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day) on which banks in Hong Kong are generally open for business throughout their normal business hours. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on Monday, 14 November 2016, the SGM will not be held on that day but will be held at the same time and place on the second Business Day after 14 November 2016.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- A proxy need not be a member of the Company.
- In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, this proxy form shall be deemed to be revoked.

### Personal Information Collection Statement:

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing to the Compliance Privacy Officer of Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.