



SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (or any adjournment thereof)

Form of proxy for use by shareholders of SEEC Media Group Limited (the "Company") at the Extraordinary General Meeting to be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 30 July 2007 at 10:00 a.m. (the "Meeting") (or any adjournment thereof)

I/We (Note a) _____
of (Note a) _____
being the registered holder(s) of _____ shares of HK\$0.10 each (the "Share") (Note b) in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note c) or _____
of (Note c) _____ and/or _____
of _____ as my/our proxy to act for me/us at the Meeting (or any adjournment thereof) of the Company to be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 30 July 2007 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the ordinary resolutions as indicated below (Note d) and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR (Note d)	AGAINST (Note d)
1.	To consider and approve, ratify and confirm the Supplemental Transfer Agreement and the transactions contemplated thereunder; and to authorise the Directors to take such action and execute such documentation to give effect to or in connection with the Supplemental Transfer Agreement and the transactions contemplated thereunder (Note e).		
2.	To consider and approve, ratify and confirm the Deed of Debt Assignment and the transactions contemplated thereunder; and to authorise the Directors to take such action and execute such documentation to give effect or in connection with to the Deed of Debt Assignment and the transactions contemplated thereunder including, but not limited to, the allotment and issue of the Consideration Shares (Note e).		
3.	To consider and approve the Whitewash Waiver; and to authorise the Directors to take such action and execute such documentation to give effect to any matters relating to or in connection with the Whitewash Waiver (Note e).		

Signed this _____ day of _____ 2007. Shareholder's Signature (Notes f & g): _____

- Notes:
- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
 - (b) Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
 - (c) Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
 - (d) **IMPORTANT: If You wish to vote for or against the resolutions, 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 discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.**
 - (e) The full text of this resolution appears in the notice of the Meeting dated 13 July 2007.
 - (f) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
 - (g) Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
 - (h) In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at Secretaries Limited, the branch share registrars and transfer office of the Company in Hong Kong at 26/F Tesbury Centre, 28 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 Meeting (or any adjournment thereof). Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.
 - (i) A proxy needs not be a member of the Company, but must attend the Meeting in person to represent you.
 - (j) Terms defined in the circular of the Company dated 13 July 2007 shall have the same meanings when used in this form of proxy.