



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

Form of proxy for use by shareholders at the extraordinary general meeting (the “EGM”) of SEEC Media Group Limited (the “Company”) to be held at Room 806, 8th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 12 October 2015 at 11:00 a.m. or any adjournment thereof.

I/We⁽¹⁾, _____ of _____ being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.10 each in the capital of the Company, hereby appoint⁽³⁾ the chairman of the EGM, or⁽³⁾ _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM (of any adjournment thereof) in respect of the resolutions set out in the notice convening the EGM as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

SPECIAL RESOLUTIONS ⁽¹⁰⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the amendment to the articles of association of the Company as described in the circular of the Company dated 18 September 2015.		
2.	To approve the change of domicile of the Company and the adoption of the memorandum of continuance and new bye-laws of the Company and the fixing of the maximum number of directors of the Company as described in the circular of the Company dated 18 September 2015.		
3.	To approve the cancellation of the entire amount standing to the credit of the share premium account of the Company and the transfer of such amount to an account of the Company designated as the contributed surplus account of the Company and that such designated contributed surplus account of the Company shall be the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda effective upon the change of domicile as described in the circular of the Company dated 18 September 2015.		
4.	To approve the capital reorganisation comprising share consolidation and capital reduction as described in the circular of the Company dated 18 September 2015.		

Dated this _____ day of _____ 2015 Signature⁽⁵⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- (2) 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 the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of the EGM is preferred, delete the words “the chairman of the EGM, or” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- (4) Please indicate with a “✓” in the appropriate space beside the resolutions how you wish the proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolutions or may abstain at this discretion. Your proxy will also be entitled to vote at his/her discretion on any resolutions(s) properly put to the EGM other than those referred to in the notice convening the EGM.
- (5) 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.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at 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 not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (8) The proxy needs not be a member of the Company but must attend the EGM in person to represent you.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, this form of proxy shall be deemed to be revoked.
- (10) The description of the resolutions is by way of summary only. The full text appears in the notice of the EGM dated 18 September 2015.