



SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

Form of proxy for use by shareholders at the special general meeting (the "SGM") of SEEC Media Group Limited (the "Company") convened to be held at Room 806, 8th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 20 November 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 SGM, or ⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM in respect of the resolutions set out in the notice convening the SGM as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

	AS ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	<p>To consider and, if thought if, to approve</p> <p>"THAT</p> <p>(i) subject to and conditional upon the Capital Reorganisation (as defined in the circular of the Company dated 18 September 2015 (the "Change of Domicile Circular") becoming effective, with effect from the day of passing this ordinary resolution, the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.10 each (the "Shares") to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creation of 7,000,000,000 additional Shares (the "Increase in Authorised Share Capital") which will, upon issue and being fully paid, rank <i>pari passu</i> in all respects with the Shares in issue; and</p> <p>(ii) any one or more of the directors of the Company (the "Directors") be and is/ are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital."</p>		
2.	<p>To consider and, if thought if, to approve</p> <p>"THAT subject to the passing of resolution no.1 above and conditional upon: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Offer Shares (as defined below) to be allotted and issued to the qualifying shareholders of the Company (the "Qualifying Shareholders") whose names appear on the register of members of the Company on 2 December 2015 or such other date as may be determined and announced by the board of Director as the record date of the Open Offer ("the Record Date") pursuant to the terms and conditions of the Open Offer (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 4 November 2015 (the "Circular")); (b) the Capital Reorganisation (as defined in the Change of Domicile Circular) and the Increase in Authorised Share Capital (as defined in resolution no. 1 above) becoming effective; (c) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (d) the posting of the Prospectus Documents (as defined in the Circular) to Qualifying Shareholders on the Prospectus Posting Date and (e) the fulfillment of the conditions set out in the underwriting agreement dated 19 August 2015 (as supplemented by the supplemental underwriting agreement dated 9 September 2015) (together, the "Underwriting Agreement"), entered into between the Company as issuer and Black Marble Securities Limited as underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms therein (a copy of the Underwriting Agreement had been produced to the SGM marked "A" and signed by the chairman of the SGM for the purpose of identification),</p>		

AS ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
<p>2. (i) the Underwriting Agreement and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p> <p>(ii) the issue by way of open offer (the “Open Offer”) of not less than 5,311,287,930 Shares and not more than 5,320,787,930 Shares (the “Offer Shares”) to the Qualifying Shareholders excluding those shareholders of the Company with registered addresses as shown on the register of members of the Company on the Record Date outside Hong Kong whom the Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas shareholders reside (the “Excluded Shareholders”) on the basis of five (5) Offer Shares for every one (1) Share then held on the Record Date at the subscription price of HK\$0.10 per Offer Share and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved and confirmed;</p> <p>(iii) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangement in relation to the Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and</p> <p>(iv) any Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”</p>		

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 SGM is preferred, delete the words “the chairman of the SGM, 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 SGM 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 SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED 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 SGM other than those referred to in the notice convening the SGM.
- (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 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 SGM or any adjournment thereof.
- (8) The proxy needs not be a member of the Company but must attend the SGM 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 SGM or any adjournment thereof if you so wish. In such event, this form of proxy previously submitted shall be deemed to be revoked.