



# SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

## FORM OF PROXY FOR 2006 ANNUAL GENERAL MEETING (or any adjournment thereof)

**Form of proxy for use by shareholders of SEEC Media Group Limited (the "Company") at the Annual General Meeting to be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 29 May 2006 at 10:00 a.m. (the "Meeting").**

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of <sup>(Note a)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.10 each (the "Share") <sup>(Note b)</sup> in the capital of the Company,  
HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note c)</sup> or \_\_\_\_\_  
of <sup>(Note c)</sup> \_\_\_\_\_  
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, 29 May 2006 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 such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the ordinary and special resolutions as indicated below <sup>(Note d)</sup> and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To approve and consider the audited consolidated financial statements and reports of the directors (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 31 December 2005.		
2.	To declare a final dividend for the year ended 31 December 2005;		
3.	(a) (i) To re-elect Mr. Wang Boming as Executive Director;		
	(ii) To re-elect Mr. Zhang Zhifang as Executive Director;		
	(iii) To re-elect Mr. Dai Xiaojing as Executive Director; and		
	(iv) To re-elect Mr. Ding Yu Cheng as Independent Non-Executive Director.		
	(b) To authorize the board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Auditors and to authorize the board of Directors to fix their remuneration.		
5.	As special business, to grant an unconditional general mandate to allot, issue or deal with new shares up to a maximum of 20% of the existing issued share capital of the Company <sup>(Note e)</sup> .		
6.	As special business, to grant an unconditional general mandate to the Directors to repurchase shares up to a maximum of 10% of the existing issued share capital of the Company <sup>(Note e)</sup> .		
7.	As special business, to extend the unconditional general mandate granted to the Directors to allot, issue or deal with new shares by the number of shares repurchased.		
SPECIAL RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
8.	As special business, to approve the proposed amendments to the articles of association of the Company (the "Articles of Association").		
9.	As special business, to approve the adoption of the new Articles of Association, consolidating all of the proposed amendments, in replacement of the existing Articles of Association.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2006. Shareholder's Signature <sup>(Notes f & g)</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 form of proxy 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 form of proxy must be initialed by the person who signs it.** If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
- 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.**
- The full text of these resolutions appear in the notice of the Meeting dated 24 April 2006.
- 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.
- 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.
- 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.
- A proxy needs not be a member of the Company, but must attend the Meeting in person to represent you.