



SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

SECOND FORM OF PROXY FOR 2021 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 Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on 30 June 2021 at 3:30 p.m. (the "Meeting").

I/We ^(Note a) _____

of ^(Note a) _____

being the registered holder(s) of _____ shares of HK\$0.01 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 Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on 30 June 2021 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice and the supplemental 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 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 approve and consider the audited financial statements and report of the directors (the "Directors") and report of the independent auditor of the Company (the "Auditor") for the year ended 31 December 2020.		
2.	To re-elect Mr. Li Leong as an executive Director.		
3.	To re-elect Mr. Zhou Hongtao as an executive Director.		
4.	To re-elect Mr. Wong Ching Cheung as an independent non-executive Director.		
5.	To authorise the board of Directors to fix the Directors' remuneration.		
6.	To re-appoint, Elite Partners CPA Limited, as the Auditor and to authorise the board of Directors to fix the remuneration of the Auditor.		
7.	As a 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 ^(Note e) .		
8.	As a 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 ^(Note e) .		
9.	As a special business, to extend an unconditional general mandate to the Directors to allot, issue or deal with new shares by the number of shares repurchased ^(Note e) .		
10.	As a special business, to adopt the New Share Option Scheme and terminate the Existing Share Option Scheme.		

Signed this _____ day of _____ 2021.

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 and the supplemental notice convening the Meeting.
- (e) The full text of these resolutions appear in the notice of the Meeting and the supplemental notice of the Meeting dated 31 May 2021 and 15 June 2021 respectively.
- (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 Tricor Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong at Level 54, 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 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) If you have already properly completed and lodged the First Proxy Form (as defined in the supplemental circular of the Company dated 15 June 2021) with the branch share registrar and transfer office of the Company in Hong Kong:
 - (a) subject to (b) below, the First Proxy Form shall be treated as a valid form of proxy lodged by you. The proxy so appointed by you shall vote in such manner as he may be directed under the First Proxy Form and shall be entitled to vote at his discretion or abstain from voting on the additional proposed ordinary resolution regarding the adoption of the Share Option Scheme; and
 - (b) if you properly complete and lodge this proxy form with the branch share registrar and transfer office of the Company in Hong Kong, this proxy form so lodged shall revoke and supersede the First Proxy Form previously lodged by you. The proxy so appointed by you in this proxy form shall vote in such manner as he may be directed under this proxy form.

Personal Information Collection Statement:

- (i) "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").
- (ii) 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.
- (iii) 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.
- (iv) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.