
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SEEC Media Group Limited (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SEEC MEDIA GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 205)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Unit 3203, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 21 June 2010 at 10:00 a.m. or any adjournment thereof is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

30 April 2010

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DEFINITIONS

In this circular, the following expressions shall, unless the context otherwise requires, have the following meanings:

“AGM Notice”	notice convening the Annual General Meeting as set out on pages 14 to 18 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 3203, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 21 June 2010 at 10:00 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Associates”	shall have the meaning ascribed thereto in the Listing Rules;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Company”	SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board;
“Director(s)”	the director(s) of the Company for the time being and from time to time;
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information of the Repurchase Mandate as set out in Appendix I to this circular;
“General Mandates”	the Repurchase Mandate and the Share Issue Mandate;
“Group”	the Company and its Subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	23 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Main Board”	the stock market operated by the Stock Exchange which excludes the Growth Enterprise Market of the Stock Exchange and the option market;
“PRC”	the People’s Republic of China, excluding Hong Kong for the purposes of this circular;
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	registered holder(s) of the Shares;
“Share(s)”	share(s) of \$0.10 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“RMB”	Renminbi, the lawful currency of the PRC.

LETTER FROM THE BOARD



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

Directors:

Executive Directors:

Mr. Wang Boming (*Chairman*)

Mr. Zhang Zhifang

Mr. Dai Xiaojing

Mr. Li Shijie

Independent Non-Executive Directors:

Mr. Fu Fengxiang

Mr. Wang Xiangfei

Mr. Ding Yu Cheng

Mr. Zhang Ke

Registered Office:

P.O. Box 897 GT

Second Floor

One Capital Place

Grand Cayman

Cayman Islands

British West Indies

Principal place of business

in Hong Kong:

Unit 3203, Cosco Tower,

Grand Millennium Plaza,

183 Queen's Road Central,

Hong Kong

30 April 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information on the Resolutions that will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, to approve (a) the granting of the General Mandates and the extension of the Share Issue Mandate to the Board; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 8 June 2009 at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong, resolutions were passed granting the Directors a general mandate to allot, issue or deal with additional Shares up to a maximum of 20 per cent of the aggregate nominal amount of the issued Shares as at the date of such meeting and a general mandate to repurchase on the Stock Exchange up to 10 per cent of the aggregate nominal amount of the issued Shares at the date of such meeting. The general mandate to allot, issue and deal with Shares was extended by an amount representing the aggregate nominal amount of the Shares so repurchased. Such mandates will expire at the conclusion of the Annual General Meeting. It is therefore proposed that the Company will seek the approval of the Shareholders of the relevant resolutions proposed at the Annual General Meeting in respect of the renewal of the respective general mandates to issue, allot and deal with Shares and to repurchase Shares.

At the Annual General Meeting, Resolutions will be proposed that the Directors be given the General Mandates. In addition, a Resolution will also be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10 per cent of the aggregate nominal amount of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,565,172 Shares. Subject to the passing of the resolutions granting the General Mandates and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 347,913,034 Shares.

Each of the General Mandates would continue in force until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

The Explanatory Statement, which is required by the Listing Rules to be sent to the Shareholders, is set out in Appendix I to this circular. It contains information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors including four executive Directors, namely, Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing and Mr. Li Shijie and four independent non-executive Directors, namely, Mr. Fu Fengxiang, Mr. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke.

LETTER FROM THE BOARD

Pursuant to Articles 119 and 120 of the Articles of Association, Mr. Li Shijie, Mr. Fu Fengxiang and Mr. Wang Xiangfei shall retire as Directors and be eligible for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, details of Mr. Li Shijie, Mr. Fu Fengxiang and Mr. Wang Xiangfei are set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

At the Annual General Meeting, Resolutions will be proposed to approve, among other things, (a) the granting of the General Mandates to the Board; (b) the extension of the Share Issue Mandate to the Board by the addition of the number of shares repurchased pursuant to the Repurchase Mandate; (c) the re-election of Mr. Li Shijie as executive Director; and Mr. Fu Fengxiang and Mr. Wang Xiangfei as independent non-executive Directors.

A form of proxy is enclosed for your use at the Annual General Meeting. You are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Resolutions shall be determined by poll pursuant to Rule 13.39(4) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any statement herein misleading.

6. RECOMMENDATION

The Directors consider that the granting of the General Mandates, the extension of the Share Issue Mandate to the Board and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the Resolutions at the Annual General Meeting. The Directors will exercise their voting rights in respect of their shareholdings (if any) in favour of the Resolutions.

LETTER FROM THE BOARD

7. GENERAL

Your attention is also drawn to the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Wang Boming
Chairman

As at the date hereof, the Board comprises Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing and Mr. Li Shijie as executive Directors and Mr. Fu Fengxiang, Mr. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke as the independent non-executive Directors.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the Resolutions in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,565,172 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 173,956,517 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2009, being the date to which the latest published audited financial statements of the Company were made up, the Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICE

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

Month	Per Share	
	Highest traded price <i>HK\$</i>	Lowest traded price <i>HK\$</i>
2009		
April	0.224	0.198
May	0.215	0.169
June	0.247	0.164
July	0.195	0.136
August	0.190	0.158
September	0.230	0.163
October	0.230	0.181
November	0.300	0.170
December	0.270	0.212
2010		
January	0.250	0.191
February	0.201	0.183
March	0.220	0.176
April (up to and including the Latest Practical Date)	0.200	0.170

5. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the interest of the Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5 per cent or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the Securities and Futures Ordinance:

Name	Number of Shares held	Approximate Percentage of holding of Shares <i>(Note i)</i>	Approximate percentage of holding of Shares <i>(Note ii)</i>
United Home Limited	845,843,824 <i>(Note iii)</i>	48.62 per cent	54.03 per cent
Carlet Investments Ltd.	172,644,210 <i>(Note iii)</i>	9.93 per cent	11.03 per cent
Templeton Asset Management Limited	301,747,956 <i>(Note iv)</i>	17.35 per cent	19.27 per cent

Notes:

- i. Percentage held of the issued share capital of the Company as at the Latest Practicable Date.
- ii. Percentage held of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate.
- iii. The 172,644,210 shares held by Carlet Investments Ltd. were indirectly owned by United Home Limited by virtue of its 100% ownership of Carlet Investments Ltd. In addition to the 172,644,210 shares held by Carlet Investments Ltd., 673,199,614 shares which represent approximately 38.69% of the issued share capital of the Company, were directly owned by United Home Limited.
- iv. This referred to the nil-paid warrant and convertible bond issued to Templeton Strategic Emerging Markets Fund II, LDC, represented by its investment manager, Templeton Asset Management Limited, exercisable to subscribe for 79,947,009 shares and 221,800,947 shares of the Company upon full conversion of the warrant and the convertible bond respectively.

To the best of the knowledge of the Directors, in the event that the Directors exercise in full of the Repurchase Mandate (see Note ii above), then the shareholding of United Home Limited in the Company would be increased to approximately 54.03 per cent of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. At present, the Directors do not intend to exercise the Repurchase Mandate to such extent as will give rise to such obligation.

During the period since its last annual general meeting held on 8 June 2009 to the Latest Practicable Date, the Company has not repurchased (whether on the Stock Exchange or otherwise) any Shares.

The details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association are set out below:

1. MR. LI SHIJIE, EXECUTIVE DIRECTOR

Mr. Li Shijie, aged 47, has many years of experience in the advertising, marketing and publishing industries. Mr. Li was the advertising manager of Securities Market Weekly, a well-known financial magazine, for the period from February 1994 to March 2000 and has been the general manager of Beijing Caixun Advertising Co., Ltd since March 2000. Mr. Li graduated from Capital Normal University in the PRC with a bachelor's degree in physics and taught physics in Beijing Automobile Industry School from 1985 to 1994. Mr. Li obtained his EMBA degree in BiMBA Center of Peking University. Mr. Li has been appointed as an executive Director since December 2002.

Save as the directorship with the Company, Mr. Li has not held any other directorship in any listed public companies in the last three years. Save that Mr. Li is a shareholder of United Home Limited, a controlling shareholder of the Company, Mr. Li is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li is interested in underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as follows:

Rights to acquire shares

Name of Director	Capacity	Date of grant	Exercise Price HK\$	Exercisable period	Number of options Outstanding	Number of underlying shares
Li Shijie	Beneficial owner	7.2.2007	0.33	7.2.2010 to 6.2.2015	1,000,000	1,000,000
Li Shijie	Beneficial owner	29.10.2008	0.268	29.10.2011 to 28.10.2016	1,700,000	1,700,000
Li Shijie	Beneficial owner	16.12.2009	0.247	16.12.2012 to 15.12.2017	1,000,000	1,000,000

Mr. Li has not entered into any service contract with the Company. The appointment of Mr. Li is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Li received director's remuneration of RMB278,415 (approximately HK\$315,985 equivalent) from the Group during the year ended 31 December 2009 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) – (v) of the Listing Rules in respect of Mr. Li and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Li's re-election.

2. MR. FU FENGXIANG, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Fu, aged 80, has participated in the establishment and management of the securities market in the PRC. Mr. Fu holds a bachelor's degree and was the deputy chairman of China Securities Regulatory Commission, the vice-chairman of China Investment Institute, a part-time lecturer of the Guanghua School of Management of Peking University and an executive officer of Asia Securities Research Institute. Since December 1997, Mr. Fu has been appointed as an independent non-executive Director.

Save as the directorship with the Company, Mr. Fu has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Fu is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Fu has not entered into any service contract with the Company. The appointment of Mr. Fu is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Fu received director's remuneration of HK\$96,000 from the Group during the year ended 31 December 2009 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) – (v) of the Listing Rules in respect of Mr. Fu and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Fu re-election.

3. MR. WANG XIANGFEI, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Xiangfei, aged 58, graduated and obtained his bachelor's degree in economics from RENMIN University of China. He taught as associate professor in finance at the department of finance in RENMIN University. Mr. Wang has been qualified as a senior accountant in China. Mr. Wang has extensive business connection and rich experience in investment, industrial management, finance, accounting, trading and management of listed companies. From August 1983 to April 2006, Mr. Wang held several senior positions in China Everbright Holdings Company Limited in Hong Kong and China Everbright Group in China, including as a director and assistant general manager of China Everbright Holdings Company Limited and executive directors of its several listed subsidiaries in Hong Kong, chief executive officer of China Everbright International Limited and vice general manager of China Everbright International Trust & Investment Co.. He has served as a financial advisor to China SONANGOL International Holding Limited and vice chief financial officer of SONANGOL SINOPEC International Limited since April 2006. By the end of April 2009, Mr. Wang had also served as an independent non-executive director of Tianjin Capital Environmental Protection Co., Ltd. and Chongqing Iron & Steel Company Limited (which are both listed companies in Hong Kong and Shanghai) for a term of three years twice for each of the companies. Mr. Wang is an executive director of China Sonangol Resources Enterprise Limited, formerly known as Artfield Group Limited, a listed company in Hong Kong and also presently serves as an independent non-executive director of China CITIC Bank Corporation Limited (which is a listed company in Hong Kong and Shanghai) and as an external supervisor of Shenzhen Rural Commercial Bank Corporation Limited. In June 2003, Mr. Wang was appointed as an independent non-executive Director.

Save as disclosed above, Mr. Wang has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has not entered into any service contract with the Company. The appointment of Mr. Wang is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Wang received director's remuneration of HK\$72,000 from the Group during the year ended 31 December 2009 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h) – (v) of the Listing Rules in respect of Mr. Wang and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Wang's re-election.

AGM NOTICE



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

NOTICE IS HEREBY GIVEN that the annual general meeting of SEEC Media Group Limited (the “Company”) will be held at Unit 3203, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 21 June 2010 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (individually, a “Director” and collectively, the “Directors”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2009.
2. To re-elect Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Auditors and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought it, to pass with or without modification the following resolutions as ordinary resolutions (“Resolutions”):

4. **“THAT:**
 - (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Share”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”),

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:
 - (i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

AGM NOTICE

- (ii) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong and the Cayman Islands, the memorandum of association of the Company, the Articles of Association and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

AGM NOTICE

6. “**THAT** conditional upon Resolution 4 and Resolution 5 as set out in this notice of annual general meeting dated 30 April 2010 (the “**AGM Notice**”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Resolution 5 as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4 as set out in the AGM Notice.”

By Order of the Board of
SEEC Media Group Limited
Wang Boming
Chairman

Hong Kong, 30 April 2010

Principal place of business in Hong Kong
Unit 3203, Cosco Tower,
Grand Millennium Plaza,
183 Queen’s Road Central,
Hong Kong

As at the date of this AGM Notice, the executive Directors of the Company are Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing and Mr. Li Shijie; and the independent non-executive Directors are Mr. Fu Fengxiang, Mr. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke.

AGM NOTICE

Notes:

1. A form of proxy for use at the annual general meeting of the Company is enclosed.
2. A member of the Company entitled to attend and vote at the annual general meeting of the Company convened by the AGM Notice is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the annual general meeting. A proxy need not be a member of the Company.
3. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person at the annual general meeting (or any adjournment thereof).
4. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the annual general meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. An explanatory statement containing further details regarding Resolution 5 above is set out in Appendix I to the circular of the Company dated 30 April 2010 of which this AGM Notice forms part.
6. With respect to Resolution 2 of this AGM Notice, Mr. Li Shijie, Mr. Fu Fengxiang and Mr. Wang Xiangfei shall retire from the office of directorship and shall offer themselves for re-election at the AGM in accordance with the Articles of Association. Details of the said Directors are set out in Appendix II to the circular of the Company dated 30 April 2010.