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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 and continued in Bermuda 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**

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A notice convening the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 10:00 a.m. or any adjournment thereof is set out on pages 16 to 20 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 Level 22, Hopewell Centre, 183 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.

11 April 2016

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## DEFINITIONS

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*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 16 to 20 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 10:00 a.m. or any adjournment thereof;
“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;
“Bye-laws”	the bye-laws of the Company adopted by the Company on 12 October 2015 and became effective on 26 October 2015 (Bermuda time), as amended from time to time;
“Company”	SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands and continued in Bermuda 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;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	5 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“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;
“Share(s)”	share(s) of \$0.10 each in the capital of the Company;

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## DEFINITIONS

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“Shareholder(s)”	registered holder(s) of the Shares;
“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.

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## LETTER FROM THE BOARD

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### SEEC MEDIA GROUP LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
**(Stock Code: 205)**

*Directors:*

*Executive Directors:*

Mr. Wang Boming (*Chairman*)

Mr. Zhang Zhifang

Mr. Dai Xiaojing

Mr. Zhou Hongtao

Mr. Li Leong

Mr. Li Xi

*Independent Non-Executive Directors:*

Mr. Law Chi Hung

Mr. Ding Yu Cheng

Mr. Wensy Ip

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of*

*business in Hong Kong:*

Room 806, 8/F.,

Nan Fung Tower,

173 Des Voeux Road Central,

Hong Kong

11 April 2016

*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 (a) approve the granting of the General Mandates and the extension of the Share Issue Mandate to the Board; and (b) re-elect the retiring Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 11 May 2015 at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux 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 6,373,545,516 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 1,274,709,103 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 any applicable laws or Bye-laws 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.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of nine Directors including six executive Directors, namely Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Zhou Hongtao, Mr. Li Leong and Mr. Li Xi and three independent non-executive Directors, namely Mr. Law Chi Hung, Mr. Ding Yu Cheng and Ms. Wensy Ip.

In accordance with bye-law 84 of the Bye-laws and the code provision A.4.2 of Appendix 14 to the Listing Rules, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

As such, each of Mr. Dai Xiaojing and Mr. Ding Yu Cheng will retire by rotation at the Annual General Meeting. Mr. Dai Xiaojing and Mr. Ding Yu Cheng, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

In accordance with bye-law 83 of the Bye-laws, Mr. Li Xi, Mr. Law Chi Hung and Ms. Wensy Ip, being Directors appointed by the Board after the Company's last annual general meeting held on 11 May 2015, shall hold office only until the Annual General Meeting and shall be eligible for re-election at the Annual General Meeting.

Further pursuant to Appendix 14 to the Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr. Ding Yu Cheng has been appointed as independent non-executive Directors for more than nine years. Nonetheless, the Company has received from him a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and Mr. Ding has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Ding to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.



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## LETTER FROM THE BOARD

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Pursuant to Rule 13.74 of the Listing Rules, biographical details of Mr. Dai Xiaojing, Mr. Li Xi, Mr. Law Chi Hung, Ms. Wensy Ip and Mr. Ding Yu Cheng are set out in Appendix II hereto.

#### **4. ANNUAL GENERAL MEETING**

At the Annual General Meeting, Resolutions will be proposed to, among other things, (a) grant the General Mandates to the Board; (b) extend the Share Issue Mandate to the Board by the addition of the number of shares repurchased pursuant to the Repurchase Mandate; (c) re-elect Mr. Dai Xiaojing and Mr. Li Xi as executive Directors; and Mr. Law Chi Hung, Ms. Wensy Ip and Mr. Ding Yu Cheng 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 Level 22, Hopewell Centre, 183 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 the Listing Rules.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and 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, 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.

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## LETTER FROM THE BOARD

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### 7. GENERAL

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

Yours faithfully,  
By Order of the Board  
**SEEC Media Group Limited**  
**Li Leong**  
*Executive Director*

*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 6,373,545,516 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 637,354,551 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 any applicable laws or Bye-laws 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 its memorandum of continuance, the Bye-laws and the laws of Bermuda.

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 2015, 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 position 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	Lowest
	traded price <i>HK\$</i>	traded price <i>HK\$</i>
<b>2015</b>		
April	0.959	0.479
May	0.927	0.560
June	0.743	0.426
July	0.490	0.189
August	0.356	0.129
September	0.190	0.123
October	0.239	0.133
November	0.194	0.113
December	0.150	0.108
<b>2016</b>		
January	0.140	0.081
February	0.130	0.081
March	0.161	0.121
April (up to and including the Latest Practicable Date)	0.127	0.115

#### 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, its memorandum of continuance, the Bye-laws and the laws of Hong Kong and Bermuda.

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 Rule 32 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, there is no Shareholder that is interested in 5% 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.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors will not repurchase shares if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

## **6. SHARES REPURCHASE MADE BY THE COMPANY**

During the period since its last annual general meeting held on 11 May 2015 to the Latest Practicable Date, the Company has not repurchased (whether on the Stock Exchange or otherwise) any Shares.

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## APPENDIX II            DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

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*The biographical details of the retiring Directors who will be eligible for re-election at the Annual General Meeting according to the Bye-laws are set out below:*

### **1. MR. DAI XIAOJING, EXECUTIVE DIRECTOR**

Mr. Dai Xiaojing, aged 56, graduated from Guangzhou Zhong Shan University with a bachelor's degree in science and a master's degree in laws, in 1981 and 1984, respectively. He was engaged in economic policy research at the Economic Development Research Institute of State Council of PRC from 1984 to 1989. He has been an editorial committee member of CapitalWeek since 1990 and is also the chairman of Shanghai SEEC Investment Development Co., Ltd. Mr. Dai joined the Group in December 1998.

Save as disclosed above, Mr. Dai 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. Dai is interested in 1,250,000 Shares.

Mr. Dai has not entered into any service contract with the Company. The appointment of Mr. Dai 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 Bye-laws. Mr. Dai received director's remuneration of RMB432,236 (i.e. HK\$536,939 equivalent in total) from the Group during the year ended 31 December 2015 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. Dai 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. Dai's re-election.

### **2. MR. LI XI, EXECUTIVE DIRECTOR**

Mr. Li Xi, aged 41, has years of experience in investment. Mr. Li graduated from the Xi'an Jiaotong University with a Bachelor of Engineering degree in Industrial Foreign Trade in 1997. He also obtained a Master of Economics degree from Xi'an Jiaotong University in 2005. Mr. Li joined the Group on 26 November 2015.

Save as disclosed above, Mr. Li 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. Li is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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## **APPENDIX II            DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING**

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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 Bye-laws. Mr. Li has not received any director's remuneration from the Group during the year ended 31 December 2015.

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.

### **3.    MR. LAW CHI HUNG, INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Law Chi Hung, aged 32, obtained a bachelor degree of Business Administration (Honors) in Accountancy from the City University of Hong Kong. He has 10 years of experience in accounting and auditing. Mr. Law is a member of Hong Kong Institute of Certified Public Accountants and is currently a partner of CT CPT & Company. Mr. Law has been appointed as an independent non-executive Director of the Company since 15 June 2015.

Save as disclosed above, Mr. Law 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. Law is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Law has not entered into any service contract with the Company. The appointment of Mr. Law 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 Bye-laws. Mr. Law received director's remuneration of HK\$55,000 from the Group during the year ended 31 December 2015 which was determined by reference to his duties and responsibilities to the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 11 April 2016 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Law that need to be brought to the attention of the Shareholders, and 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.

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## **APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING**

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### **4.      MS. WENSY IP, INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Wensy Ip, aged 29, has years of experience in marketing and trading industry. Ms. Ip graduated from the University of Northumbria in the United Kingdom with Bachelor of Science degree in Human Organisations in 2007. She also obtained a Master of Arts degree in Communication and New Media from City University of Hong Kong in 2008. Ms. Ip has been appointed as an independent non-executive Director of the Company since 15 June 2015.

Save as disclosed above, Ms. Ip 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, Ms. Ip is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Ip has not entered into any service contract with the Company. The appointment of Ms. Ip is not for a specified term except that she is subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws. Ms. Ip received director's remuneration of HK\$65,000 from the Group during the year ended 31 December 2015 which was determined by reference to her duties and responsibilities to the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 11 April 2016 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Ms. Ip that need to be brought to the attention of the Shareholders, and 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.

### **5.      MR. DING YU CHENG, INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Ding Yu Cheng, aged 50, has many years of experience in management. Mr. Ding holds a master of business administration degree from the University of Pittsburg and a doctor of philosophy degree in economics from Tsinghua University. Mr. Ding has been appointed as an independent non-executive Director of the Company since June 2005.

Save as disclosed above, Mr. Ding 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. Ding is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.



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**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED FOR  
RE-ELECTION AT ANNUAL GENERAL MEETING**

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Mr. Ding has not entered into any service contract with the Company. The appointment of Mr. Ding 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 Bye-laws. Mr. Ding received director's remuneration of HK\$180,000 from the Group during the year ended 31 December 2015 which was determined by reference to his duties and responsibilities to the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 11 April 2016 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Ding that need to be brought to the attention of the Shareholders, and 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.

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## AGM NOTICE

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### SEEC MEDIA GROUP LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda 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 Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 10:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To approve and consider the audited consolidated 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 2015.
2. To re-elect Mr. Dai Xiaojing as an executive Director.
3. To re-elect Mr. Li Xi as an executive Director.
4. To re-elect Mr. Law Chi Hung as an independent non-executive Director.
5. To re-elect Ms. Wensy Ip as an independent non-executive Director.
6. To re-elect, approve and confirm the continuous appointment of Mr. Ding Yu Cheng (who has served as an independent non-executive director of the company for more than 9 years) as an independent non-executive Director.
7. To authorize the board of Directors to fix the Directors’ remuneration.
8. To re-appoint the Auditor and to authorize the board of Directors to fix the remuneration of the Auditor.

#### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions (“**Resolutions**”):

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## AGM NOTICE

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9. **“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;
  - (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 bye-laws of the Company (the **“Bye-laws”**);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

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## AGM NOTICE

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- (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 any applicable laws or Bye-laws 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.
  - (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).”

10. **“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, the Bye-laws 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;

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## AGM NOTICE

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(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 any applicable laws or Bye-laws 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.”

11. “**THAT** conditional upon Resolution 9 and Resolution 10 as set out in this notice of annual general meeting dated 11 April 2016 (the “**AGM Notice**”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to Resolution 10 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 10 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 9 as set out in the AGM Notice.”

By Order of the Board of  
**SEEC Media Group Limited**  
**Li Leong**  
*Executive Director*

Hong Kong, 11 April 2016

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## AGM NOTICE

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*Principal place of business in Hong Kong*

Room 806, 8/F.,  
Nan Fung Tower,  
173 Des Voeux Road Central,  
Hong Kong

*As at the date of this AGM Notice, the executive Directors are Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Zhou Hongtao, Mr. Li Leong and Mr. Li Xi; and the independent non-executive Directors are Mr. Ding Yu Cheng, Mr. Law Chi Hung and Ms. Wensy Ip.*

*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 Level 22, Hopewell Centre, 183 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 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 11 above is set out in Appendix I to the circular of the Company dated 11 April 2016 of which this AGM Notice forms part.
6. With respect to Resolutions 2,3,4,5 and 6 of this AGM Notice Mr. Dai Xiaojing, Mr. Li Xi, Mr. Law Chi Hung, Ms. Wensy Ip and Mr. Ding Yu Cheng shall retire from the office of directorship and shall offer themselves for re-election at the AGM in accordance with the Bye-laws. Details of the said Directors are set out in Appendix II to the circular of the Company dated 11 April 2016.