
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS
RELATING TO RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 11 April 2016 (the “Circular”) and the notice convening an 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. (the “AGM”). A revised form of proxy (the “Revised Proxy Form”) is also enclosed with this supplemental circular for use at the AGM.

The supplemental notice of AGM of the Company is set out on pages 7 to 8 in this supplemental circular.

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

22 April 2016

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LETTER FROM THE BOARD



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. Zhou Hongtao

Mr. Li Leong

Mr. Li Xi

Independent Non-Executive Directors:

Mr. Law Chi Hung

Ms. 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

22 April 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS
RELATING TO RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 11 April 2016 (the “**Circular**”) which contains, among others, information relating to the re-election of directors of the Company at the annual general meeting (“**AGM**”) 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. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors and the Revised Proxy Form (as defined below).

RE-ELECTION OF DIRECTORS

Reference is made to the announcement dated 19 April 2016 (the “**Announcement**”) in relation to, among others, resignations of Mr. Dai Xiaojing (“**Mr. Dai**”) and Mr. Ding Yu Cheng (“**Mr. Ding**”) as Directors; and it was stated in the Circular that, among others, Mr. Dai and Mr. Ding will retire by rotation from the office of Director at the AGM in accordance with the bye-law 84 of the Bye-laws and, being eligible, offer themselves for re-election at the AGM. As announced in the Announcement, Mr. Dai and Mr. Ding resigned as Directors with effect from 19 April 2016 and will no longer stand for re-election at the AGM.

In accordance with the bye-law 84 of the Bye-laws, Mr. Wang Boming (“**Mr. Wang**”) and Mr. Zhang Zhifang (“**Mr. Zhang**”) will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The biographical details of Mr. Wang and Mr. Zhang are set out in Appendix I to this supplemental circular.

The notice of the AGM set out in the Circular remains valid as there is no change in the resolutions therein except for the resolutions numbered 2 to 6, a supplemental notice of AGM is enclosed to this supplemental circular to include the revised resolutions.

REVISED PROXY FORM

As a result of the change in the Directors to be retired by rotation and offered for re-election at the AGM subsequent to the despatch of the Circular containing the notice of AGM and accompanying form of proxy (the “**First Proxy Form**”), a new form of proxy (the “**Revised Proxy Form**”) with Mr. Dai Xiaojing and Mr. Ding Yu Cheng being removed and Mr. Wang Boming and Mr. Zhang Zhifang being added as Directors, to be retired by rotation and offered for re-election at the AGM has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM.

LETTER FROM THE BOARD

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This supplemental 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Wang and Mr. Zhang as Directors as set out in this supplemental circular are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution(s) to be proposed at the AGM.

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

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

The biographical details of Mr. Wang and Mr. Zhang are set out below:

MR. WANG BOMING, EXECUTIVE DIRECTOR

Mr. Wang Boming, aged 60, is the chairman of the Group and is also a director of Shanghai SEEC Investment Development Co., Ltd. He is also a director of the Government Bond Association, an editor in chief of Caijing Magazine and CapitalWeek, the vice-chairman of the China Securities Industry Institute and a director of Asia Securities Industry Institute. Mr. Wang was a leading participant in the initial formation of China's capital markets. He also played a pioneering role in creating the first underwriting syndicate of government bonds, which revolutionized the bond distribution system in China. Before his return to China, he worked as an economist at the research department of the New York Stock Exchange, responsible for macroeconomic studies and market movement analysis in the United States of America ("U.S.A."). Mr. Wang obtained his bachelor's degree at the City University of New York and his master of business administration degree at Columbia University majoring in international finance. Mr. Wang joined the Group in December 1998.

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 date hereof, Mr. Wang is interested in 750,000 Shares.

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 Bye-laws. Mr. Wang received director's remuneration of RMB239,141 (i.e. HK\$297,010 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. 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.

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

MR. ZHANG ZHIFANG, EXECUTIVE DIRECTOR

Mr. Zhang, aged 62, is responsible for the Group's investment and business planning in the PRC. Mr. Zhang graduated from Peking University with a bachelor's degree in international relations and a master's degree in international law, in 1984 and 1986, respectively. He earned his second master's degree in international commercial law and politics from the Fletcher School of Law and Diplomacy in the U.S.A. in 1987. Mr. Zhang is also a director of Shanghai SEEC Investment Development Co., Ltd. Before joining the Group in December 1997, Mr. Zhang was employed as an investment consultant of Fair Field Maxwell Financial Services Corp. in the U.S.A. in 1987. He has served as an executive officer of the Executive Commission of Securities Trading Automated Quotations System of the PRC since 1989. Mr. Zhang joined the Group in December 1997.

Save as disclosed above, Mr. Zhang 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 date hereof, Mr. Zhang is interested in 750,000 Shares.

Mr. Zhang has not entered into any service contract with the Company. The appointment of Mr. Zhang 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. Zhang 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. Zhang 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. Zhang's re-election.

APPENDIX II SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-election of Mr. Wang Boming as an executive Director and Mr. Zhang Zhifang as an executive Director as set out in this supplemental circular;

- (ii) if the Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's Hong Kong branch share registrar.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

IMPORTANT:

**THE FIRST PROXY FORM DESPATCHED WITH THE CIRCULAR IS
SUPERSEDED BY THE REVISED PROXY FORM ENCLOSED HEREWITH.**

SUPPLEMENTAL NOTICE OF AGM



SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

THIS NOTICE is supplemental to the notice of annual general meeting (the “**Notice of Annual General Meeting**”) dated 11 April 2016 and given by SEEC Media Group Limited (the “**Company**”) to convene 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..

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Notice of Annual General Meeting. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as those defined in the circular of the Company dated 11 April 2016. Apart from the amendments stated below, all information contained in the Notice of Annual General Meeting remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 22 April 2016 (the “**Supplemental Circular**”), resolutions numbered 2 to 6 as set out in the Notice of Annual General Meeting shall be deleted in its entirety and replaced by the following:

- “2. To re-elect Mr. Wang Boming as an executive Director.
3. To re-elect Mr. Zhang Zhifang as an executive Director.
4. To re-elect Mr. Li Xi as an executive Director.
5. To re-elect Mr. Law Chi Hung as an independent non-executive Director.
6. To re-elect Ms. Wensy Ip as an independent non-executive Director.”

Save as set out above, all resolutions contained in the Notice of Annual General Meeting will remain to have full force and effect.

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

Hong Kong, 22 April 2016

SUPPLEMENTAL NOTICE OF AGM

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 notice, the executive Directors are Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Zhou Hongtao, Mr. Li Leong and Mr. Li Xi; and the independent non-executive Directors are Mr. Law Chi Hung and Ms. Wensy Ip.

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the appendix to the Supplemental Circular for the special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the Notice of Annual General Meeting for details of the other ordinary resolutions to be proposed at the Annual General Meeting, proxy and other relevant matters.