



SEEC Media Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of SEEC Media Group Limited (the “Company”) will be held at 10:00 a.m. on 29 June 2006 at Room 2502 Alexandra House, 18 Chater Road, Central, Hong Kong for the purpose of considering and, if though fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional agreement dated 25 May 2006 entered into between 上海聯辦投資發展有限公司 (Shanghai SEEC Investment and Development Co., Ltd.) (“Shanghai SEEC”) as vendor and Superfort Management Corp. (“Superfort”) as purchaser in relation to the acquisition of 40% interest in the registered capital of 北京財訊世紀信息科技有限公司 (Beijing Caixun Century Infotech Co., Ltd.) as revised by a letter agreement dated 1 June 2006 between Superfort and Shanghai SEEC (the “Caixun Century Agreement”), subject to the terms and conditions of the Caixun Century Agreement as more particularly described in the circular to shareholders of the Company dated 12 June 2006 (the “**Circular**”) of which this notice forms part, a copy of the Caixun Century Agreement marked “A” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, and all other transactions contemplated under the Caixun Century Agreement be and are hereby approved, ratified and confirmed;
- (b) the conditional agreement dated 25 May 2006 entered into between Shanghai SEEC as vendor and Superfort as purchaser in relation to the acquisition of 14.3% interest in the registered capital of 海南財訊信息傳播有限公司 (Hainan Caixun Infomedia Co., Ltd.) as revised by a letter agreement dated 1 June 2006 between Superfort and Shanghai SEEC (the “Hainan Caixun Agreement”), subject to the terms and conditions of the Hainan Caixun Agreement as more particularly described in the Circular, a copy of the Hainan Caixun Agreement marked “B” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, and all other transactions contemplated under the Hainan Caixun Agreement be and are hereby approved, ratified and confirmed; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things as he may in his absolute discretion considered necessary or expedient to implement and give effect to the Caixun Century Agreement and the Hainan Caixun Agreement and all the transactions contemplated thereunder, and to do any other matter in connection with or incidental to the Caixun Century Agreement and the Hainan Caixun Agreement.”

By order of the Board
Wang Boming
Chairman

Hong Kong, 12 June 2006

Note:

1. A member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) convened by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy of that power of attorney or authority must be returned to Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event by no later than 48 hours before the time appointed for the holding of the EGM (or any adjourned meeting thereof). Completion and return of the form of proxy will not preclude any member from attending and voting at the EGM (or any adjournment thereof) in person.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM (or any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the executive Directors are Mr. WANG Boming (Chairman), Mr. ZHANG Zhifang, Mr. DAI Xiaojing, Mr. LI Shijie and Mr. LAU See Him, Louis. The independent non-executive Directors are Mr. FU Fengxiang, Mr. WANG Xiangfei, Mr. GE Ming and Mr. DING Yu Cheng.