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SEEC Media Group Limited
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 205)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGES OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE**

The Board announces that Mr. Fu Fengxiang resigned as an independent non-executive director and the chairman of Audit Committee with effect from 31 March 2014.

The Board further announces that Mr. Zhang Ke and Mr. Ding Yu Cheng, independent non-executive directors, have been appointed as the chairman and a member of Audit Committee respectively with effect from 31 March 2014.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN
OF THE AUDIT COMMITTEE**

The board of directors (the “Board”) of SEEC Media Group Limited (the “Company”) announces that Mr. Fu Fengxiang (“Mr. Fu”) has tendered his resignation as an independent non-executive director and the chairman of the audit committee (“Audit Committee”) of the Company with effect from 31 March 2014 due to his health reasons.

Mr. Fu has also confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of shareholders of the Company in connection with his resignation.

The Board would like to express its sincere gratitude to Mr. Fu for his invaluable contribution to the Company during his tenure of office.

CHANGES OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE

The Board further announces that Mr. Zhang Ke (“Mr. Zhang”), being an independent non-executive director of the Company, has replaced Mr. Fu as the chairman of Audit Committee with effect from 31 March 2014. Mr. Ding Yu Cheng (“Mr. Ding”), being an independent non-executive director of the Company, has been appointed as a member of Audit Committee with effect from 31 March 2014.

The Board would like to extend its warm welcome to Mr. Zhang and Mr. Ding on taking up their new positions in Audit Committee.

Following the above changes of chairman and members of Audit Committee, Audit Committee now comprises of Mr. Zhang Ke, being the chairman, and two other members, namely Mr. Wang Xiangfei and Mr. Ding Yu Cheng.

By Order of the Board
SEEC Media Group Limited
Zhang Zhifang
Executive Director

Hong Kong, 31 March 2014

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. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke as the independent non-executive directors.