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SEEC Media Group Limited

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

(Stock Code: 205)

**RESIGNATION OF EXECUTIVE DIRECTOR,
RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBER OF AUDIT COMMITTEE AND REMUNERATION
COMMITTEE AND CHAIRMAN OF NOMINATION COMMITTEE,
AND NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A
AND RULE 3.21 OF THE LISTING RULES**

The Board announces that with effect from 19 April 2016,

- (1) Mr. Dai Xiaojing has resigned as an executive Director;
- (2) Mr. Ding Yu Cheng has resigned as an independent non-executive Director and member of Audit Committee and Remuneration Committee and chairman of Nomination Committee; and
- (3) Non-compliance with Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Listing Rules.

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of SEEC Media Group Limited (the “**Company**”) announces that Mr. Dai Xiaojing (“**Mr. Dai**”) has tendered his resignation as an executive Director of the Company with effect from 19 April 2016 due to his other engagements.

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

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE AND CHAIRMAN OF NOMINATION COMMITTEE

The Board also announces that Mr. Ding Yu Cheng (“**Mr. Ding**”) has tendered his resignation as an independent non-executive Director and member of Audit Committee and Remuneration Committee and chairman of Nomination Committee of the Company with effect from 19 April 2016 due to his other engagements.

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

The Board would like to express its sincere gratitude to Mr. Dai and Mr. Ding for their invaluable contribution to the Company during their terms of office.

NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A AND RULE 3.21 OF THE LISTING RULES

Upon resignations of Mr. Dai as an executive Director and Mr. Ding as an independent non-executive Director, the Board comprises five executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors and the Audit Committee members fell below the minimum number required under Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Company is endeavouring to identify suitable candidate(s) to fill the vacanc(ies) as soon as practicable, with the relevant appointment to be made within three months from the date of this announcement to meet the requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 19 April 2016

As at the date of this announcement, 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.