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SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of SEEC Media Group Limited (the “Company”) will be held at Room 806, 8th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on 14 November 2016, Monday at 10:00 a.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day (as defined in Note (i) below) after 14 November 2016 or any adjournment thereof (the “SGM”) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the agreement for sale and purchase dated 19 September 2016 entered into between 深圳財訊廣告有限公司 (Shenzhen Caixun Advertising Co., Ltd.*) (the “Vendor”) and 北京聯辦文化傳媒有限責任公司 (Beijing Lianban Cultural Media Company Ltd*) (the “Purchaser”) in relation to the sale and purchase of commercial offices with an aggregate gross floor area of 2,300.52 square meters situated at Rooms 1901, 1902, 1903, 1905, 1906, 1907, 1908-1909, 1910, 1911, 1912, 1915, 1917-1918, 1919-1920, 19th Floor, Prime Tower, 22 Chaowai Daijie, Chaoyang District, Beijing, the People’s Republic of China as supplemented and amended by an agreement dated 27 September 2016 between the Vendor and the Purchaser (collectively, the “Agreement”) and a copy of the Agreement marked “A” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, as more particularly described in the circular to the shareholders of the Company dated 19 October 2016 (the “Circular”) of which this notice forms part, be approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorized to exercise all the powers of the Company and take all steps as might in their absolute discretion consider necessary, desirable or expedient to give effect to or in connection with the Agreement including, without limitation to:
- (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with the Purchaser or any other parties in connection with or incidental to the Agreement; and
 - (ii) the taking of all necessary actions to implement the transactions contemplated under the Agreement.”

* *for identification purpose only*

By Order of the Board
Zhang Zhifang
Executive Director

Hong Kong, 19 October 2016

Notes:

- (1) Business Day means any day (excluding Saturday, Sunday, public holiday and any day on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day) on which banks in Hong Kong are generally open for business throughout their normal business hours. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on 14 November 2016, the SGM will not be held on that day but will be held at the same time and place on the second Business Day after 14 November 2016 or any adjournment thereof.
- (2) A member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (3) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney, must be deposited at the Company's branch share registrar and transfer office 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 the SGM or any adjourned meeting thereof.
- (4) In the case of joint holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (5) Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM should you so wish and in such event the proxy form shall be deemed to be revoked.
- (6) As at the date hereof, 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, Ms Wensy Ip and Mr. Wong Ching Cheung.