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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of SEEC Media Group Limited (the “**Company**”) will be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on 31 May 2017 at 10:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To approve and consider the audited consolidated financial statements and report of the directors (the “**Directors**”) and report of the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2016.
2. To re-elect Mr. Li Leong as an executive Director.
3. To re-elect Mr. Zhou Hongtao as an executive Director.
4. To re-elect Mr. Wong Ching Cheung as an independent non-executive Director.
5. To authorize the board of Directors to fix the Directors’ remuneration.
6. To re-appoint, Elite Partners CPA Limited, as the Auditor and to authorize the board of Directors to fix the remuneration of the Auditor.

#### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions (“**Resolutions**”):

7. “**THAT:**
  - (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Share**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) an exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”);

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:
  - (i) “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - (aa) the conclusion of the next annual general meeting of the Company;
    - (bb) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or Bye-laws to be held; or
    - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.
  - (ii) “**Rights Issue**” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

8. **“THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, the Bye-laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

9. **“THAT** conditional upon Resolution 7 and Resolution 8 as set out in this notice of annual general meeting dated 27 April 2017 (the **“AGM Notice”**) being passed, the total number of shares of the Company which are repurchased by Company under the authority granted pursuant to Resolution 8 as set out in the AGM Notice (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing of Resolution 8 as set out in the AGM Notice) shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 7 as set out in the AGM Notice.”

10. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of share options which may be granted under the Company’s share option scheme adopted by the Company on 11 May 2012 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed so that the total number of shares of the Company which may be allotted and issued pursuant to the grant and exercise of the share options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the share option scheme adopted by the Company on 26 August 2002 (terminated on 11 May 2012)) and any other share option schemes of the Company shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 27 April 2017

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 AGM Notice, the executive Directors of the Company are Mr. Li Leong, Mr. Li Xi, Mr. Zhang Zhifang and Mr. Zhou Hongtao; and the independent non-executive Directors are Mr. Law Chi Hung, Ms. Wensy Ip and Mr. Wong Ching Cheung.*

*Notes:*

1. A form of proxy for use at the annual general meeting of the Company is enclosed.
2. A member of the Company entitled to attend and vote at the annual general meeting of the Company convened by the AGM Notice is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the annual general meeting. A proxy need not be a member of the Company.
3. To ascertain the members’ entitlement for the purpose of attending and voting at the AGM, the register of members of the Company will be closed from 25 May 2017 to 31 May 2017 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be entitled for the purpose of attending and voting at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 24 May 2017 (Hong Kong time).

4. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority must be lodged with the Company's branch share registrar 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 holding the annual general meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person at the annual general meeting (or any adjournment thereof).
5. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
6. An explanatory statement containing further details regarding Resolution 9 above is set out in Appendix I to the circular of the Company dated 27 April 2017 of which this AGM Notice forms part.
7. With respect to Resolution 2, 3 and 4 of this AGM Notice Mr. Li Leong, Mr. Zhou Hongtao and Mr. Wong Ching Cheung shall retire from the office of directorship and shall offer themselves for re-election at the AGM in accordance with the Bye-laws. Details of the said Directors are set out in Appendix II to the circular of the Company dated 27 April 2017.

*As at the date of this notice, the Board comprises Mr. Li Leong, Mr. Li Xi, Mr. Zhang Zhifang and Mr. Zhou Hongtao as the executive directors and Mr. Law Chi Hung, Ms. Wensy Ip and Mr. Wong Ching Cheung as the independent non-executive directors.*