

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SEEC Media Group Limited (the "Company"), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **SEEC MEDIA GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 205)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 28 April 2014 at 10:00 a.m. or any adjournment thereof is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

28 March 2014

# CONTENTS

|  | <i>Page</i> |
|--|-------------|
| <b>Definitions</b> .....   | 1           |
| <b>Letter from the Board</b>   |             |
| 1. Introduction .....  | 3           |
| 2. Proposed General Mandates to Issue and Repurchase Shares .....  | 4           |
| 3. Proposed Re-election of the Retiring Directors .....  | 5           |
| 4. Annual General Meeting .....  | 5           |
| 5. Responsibility Statement .....  | 5           |
| 6. Recommendation .....  | 6           |
| 7. General .....   | 6           |
| <b>Appendix I</b> - <b>Explanatory Statement</b> .....   | 7           |
| <b>Appendix II</b> - <b>Details of Retiring Directors Proposed for<br/>                          Re-election at Annual General Meeting</b> ..... | 10          |
| <b>AGM Notice</b> .....  | 13          |

## DEFINITIONS

*In this circular, the following expressions shall, unless the context otherwise requires, have the following meanings:*

|                           |  |
|---------------------------|--|
| “AGM Notice”              | notice convening the Annual General Meeting as set out on pages 13 to 16 of this circular;   |
| “Annual General Meeting”  | the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 28 April 2014 at 10:00 a.m. or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company;  |
| “Associates”              | shall have the meaning ascribed thereto in the Listing Rules;  |
| “Board”                   | the board of Directors or a duly authorised committee thereof for the time being;  |
| “Companies Ordinance”     | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);  |
| “Company”                 | SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board;                                  |
| “Director(s)”             | the director(s) of the Company for the time being and from time to time;   |
| “Explanatory Statement”   | the explanatory statement required under the Listing Rules to provide the requisite information of the Repurchase Mandate as set out in Appendix I to this circular;                             |
| “General Mandates”        | the Repurchase Mandate and the Share Issue Mandate;  |
| “Group”                   | the Company and its Subsidiaries;  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China;   |
| “Latest Practicable Date” | 21 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;   |

## DEFINITIONS

|                                    |  |
|------------------------------------|--|
| “Listing Rules”                    | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;   |
| “Main Board”                       | the stock market operated by the Stock Exchange which excludes the Growth Enterprise Market of the Stock Exchange and the option market;   |
| “PRC”                              | the People’s Republic of China, excluding Hong Kong for the purposes of this circular;   |
| “Repurchase Mandate”               | the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;                              |
| “Resolution(s)”                    | the proposed ordinary resolution(s) as referred to in the AGM Notice;  |
| “Securities and Futures Ordinance” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);   |
| “Share(s)”                         | share(s) of \$0.10 each in the capital of the Company;   |
| “Shareholder(s)”                   | registered holder(s) of the Shares;  |
| “Share Issue Mandate”              | the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate; |
| “Stock Exchange”                   | The Stock Exchange of Hong Kong Limited;   |
| “Takeovers Code”                   | the Hong Kong Code on Takeovers and Mergers;   |
| “HK\$”                             | Hong Kong dollars, the lawful currency of Hong Kong; and   |
| “RMB”                              | Renminbi, the lawful currency of the PRC.  |

LETTER FROM THE BOARD



**SEEC MEDIA GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 205)**

*Directors:*

*Executive Directors:*

Mr. Wang Boming (*Chairman*)

Mr. Dai Xiaojing

Mr. Li Shijie

Mr. Zhang Zhifang

*Independent Non-Executive Directors:*

Mr. Fu Fengxiang

Mr. Ding Yu Cheng

Mr. Wang Xiangfei

Mr. Zhang Ke

*Registered office:*

The Harbour Trust Company Limited

Windward 1

Regatta Office Park

West Bay Road

Grand Cayman

Cayman Islands

*Principal place of Business*

*in Hong Kong:*

Room 806, 8/F.,

Nan Fung Tower,

173 Des Voeux Road Central,

Hong Kong

28 March 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and the information on the Resolutions that will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, to (a) approve the granting of the General Mandates, (b) to extend the Share Issue Mandate to the Board; and (c) re-elect the retiring Directors.

## LETTER FROM THE BOARD

### 2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 13 May 2013 at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong, resolutions were passed granting the Directors a general mandate to allot, issue or deal with additional Shares up to a maximum of 20 per cent of the aggregate nominal amount of the issued Shares as at the date of such meeting and a general mandate to repurchase on the Stock Exchange up to 10 per cent of the aggregate nominal amount of the issued Shares at the date of such meeting. The general mandate to allot, issue and deal with Shares was extended by an amount representing the aggregate nominal amount of the Shares so repurchased. Such mandates will expire at the conclusion of the Annual General Meeting. It is therefore proposed that the Company will seek the approval of the Shareholders of the relevant resolutions proposed at the Annual General Meeting in respect of the renewal of the respective general mandates to issue, allot and deal with Shares and to repurchase Shares.

At the Annual General Meeting, Resolutions will be proposed that the Directors be given the General Mandates. In addition, a Resolution will also be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10 per cent of the aggregate nominal amount of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,565,172 Shares. Subject to the passing of the resolutions granting the General Mandates and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 347,913,034 Shares.

Each of the General Mandates would continue in force until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

The Explanatory Statement, which is required by the Listing Rules to be sent to the Shareholders, is set out in Appendix I to this circular. It contains information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate.

## LETTER FROM THE BOARD

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors including four executive Directors, namely, Mr. Wang Boming (Chairman), Mr. Dai Xiaojing, Mr. Li Shijie and Mr. Zhang Zhifang, and four independent non-executive Directors, namely, Mr. Fu Fengxiang, Mr. Ding Yu Cheng, Mr. Wang Xiangfei and Mr. Zhang Ke.

Pursuant to Articles 119 of the Articles of Association, Mr. Dai Xiaojing, Mr. Zhang Zhifang and Mr. Ding Yu Cheng shall retire as Directors and be eligible for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, biographical details of Mr. Dai Xiaojing, Mr. Zhang Zhifang, and Mr. Ding Yu Cheng are set out in Appendix II hereto.

### 4. ANNUAL GENERAL MEETING

At the Annual General Meeting, Resolutions will be proposed to, among other things, (a) grant the General Mandates to the Board; (b) extend the Share Issue Mandate to the Board by the addition of the number of shares repurchased pursuant to the Repurchase Mandate; (c) re-elect Mr. Dai Xiaojing and Mr. Zhang Zhifang as executive Directors; and Mr. Ding Yu Cheng as independent non-executive Director.

A form of proxy is enclosed for your use at the Annual General Meeting. You are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Resolutions shall be determined by poll pursuant to the Listing Rules.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no facts the omission of which would make any statement herein misleading.

## LETTER FROM THE BOARD

### 6. RECOMMENDATION

The Directors consider that the granting of the General Mandates, the extension of the Share Issue Mandate to the Board and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the Resolutions at the Annual General Meeting. The Directors will exercise their voting rights in respect of their shareholdings (if any) in favour of the Resolutions.

### 7. GENERAL

Your attention is also drawn to the Appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Zhang Zhifang**  
*Executive Director*

*As at the date hereof, the Board comprises Mr. Wang Boming, Mr. Dai Xiaojing, Mr. Li Shijie and Mr. Zhang Zhifang as executive Directors and Mr. Fu Fengxiang, Mr. Ding Yu Cheng, Mr. Wang Xiangfei, and Mr. Zhang Ke as independent non-executive Directors.*



This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the Resolutions in relation to the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,739,565,172 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 173,956,517 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2013, being the date to which the latest published audited financial statements of the Company were made up, the Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICE

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

| Month  | Per Share                   |                             |
|--|-----------------------------|-----------------------------|
|  | Highest                     | Lowest                      |
|  | traded price<br><i>HK\$</i> | traded price<br><i>HK\$</i> |
| <b>2013</b>  |                             |                             |
| March  | 0.230                       | 0.210                       |
| April  | 0.216                       | 0.200                       |
| May  | 0.250                       | 0.205                       |
| June   | 0.325                       | 0.250                       |
| July   | 0.360                       | 0.265                       |
| August   | 0.330                       | 0.280                       |
| September  | 0.310                       | 0.270                       |
| October  | 0.335                       | 0.245                       |
| November   | 0.330                       | 0.240                       |
| December   | 0.246                       | 0.230                       |
| <b>2014</b>  |                             |                             |
| January  | 0.250                       | 0.226                       |
| February   | 0.280                       | 0.215                       |
| March (up to and including<br>the Latest Practical Date) | 0.330                       | 0.250                       |

#### 5. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the interest of the Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5 per cent or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the Securities and Futures Ordinance:

| Name                    | Number of<br>Shares held         | Approximate<br>Percentage of<br>holding of Shares<br><i>(Note i)</i> | Approximate<br>Percentage of<br>holding of Shares<br><i>(Note ii)</i> |
|-------------------------|----------------------------------|--|---|
| United Home Limited     | 988,788,699<br><i>(Note iii)</i> | 56.84 per cent   | 63.16 per cent  |
| Carlet Investments Ltd. | 172,644,210<br><i>(Note iii)</i> | 9.92 per cent  | 11.02 per cent  |

*Notes:*

- i. Percentage held of the issued share capital of the Company as at the Latest Practicable Date.
- ii. Percentage held of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate.
- iii. The 172,644,210 shares held by Carlet Investments Ltd. were indirectly owned by United Home Limited by virtue of its 100% ownership of Carlet Investments Ltd. In addition to the 172,644,210 shares held by Carlet Investments Ltd., 816,144,489 shares which represent approximately 46.92% of the issued share capital of the Company, were directly owned by United Home Limited.

To the best of the knowledge of the Directors, in the event that the Directors exercise in full of the Repurchase Mandate (see Note ii above), then the shareholding of United Home Limited in the Company would be increased to approximately 63.16 per cent of the issued share capital of the Company. The Directors of the Company consider that such increase would not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code.

The Directors will not repurchase shares if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

During the period since its last annual general meeting held on 13 May 2013 to the Latest Practicable Date, the Company has not repurchased (whether on the Stock Exchange or otherwise) any Shares.

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| <b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR<br/>RE-ELECTION AT ANNUAL GENERAL MEETING</b> |
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Details of the retiring Directors who will be eligible for re-election at the Annual General Meeting according to the Articles of Association are set out below:

**1. MR. DAI XIAOJING, EXECUTIVE DIRECTOR**

Mr. Dai, aged 54, joined the Group in December 1998. He graduated from Guangzhou Zhong Shan University with a bachelor's degree in science and a master's degree in laws in 1981 and 1984 respectively. He was engaged in economic policy research at the Economic Development Research Institute of State Council of PRC from 1984 to 1989. He has been an editorial committee member of Capital Week (formerly Security Market Weekly) since 1990 and is also the chairman of Shanghai SEEC Investment Development Co., Ltd.

Save as the directorship with the Company, Mr. Dai has not held any other directorship in any listed public companies in the last three years. As at the Latest Practicable Date, Mr. Dai is a director and a shareholder of United Home, a controlling shareholder of the Company. Mr. Dai is interested in 6.67% of the issued capital of United Home. Save as the above, Mr. Dai is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Dai is interested in underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as follows:

**Rights to acquire shares**

| Name of Director | Capacity         | Date of grant | Exercise Price<br>HK\$ | Exercisable period       | Number of options Outstanding | Number of underlying shares |
|------------------|------------------|---------------|------------------------|--------------------------|-------------------------------|-----------------------------|
| Dai Xiaojing     | Beneficial owner | 7.2.2007      | 0.330                  | 7.2.2010 to 6.2.2015     | 1,500,000                     | 1,500,000                   |
|                  |                  | 16.12.2009    | 0.247                  | 16.12.2012 to 15.12.2017 | 1,000,000                     | 1,000,000                   |

Mr. Dai has not entered into any service contract with the Company. The appointment of Mr. Dai is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Dai received director's remuneration of RMB254,740 (i.e. HK\$319,263 equivalent in total) from the Group during the year ended 31 December 2013 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Dai and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Dai's re-election.

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| <b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR<br/>RE-ELECTION AT ANNUAL GENERAL MEETING</b> |
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**2. MR. ZHANG ZHIFANG, EXECUTIVE DIRECTOR**

Mr. Zhang, aged 60, is responsible for the Group's investment and business planning in the PRC. Mr. Zhang graduated from Peking University with a bachelor's degree in international relations and a master's degree in international law in 1984 and 1986 respectively. He earned his second master's degree in international commercial law and politics from the Fletcher School of Law and Diplomacy in the U.S.A. in 1987. Mr. Zhang is also a director of Shanghai SEEC Investment Development Co., Ltd. Before joining the Group in December 1997, he was employed as an investment consultant of Fair Field Maxwell Financial Services Corp. in the U.S.A. in 1987. He has served as an executive officer of the Executive Commission of Securities Trading Automated Quotations System of the PRC since 1989.

Save as the directorship with the Company, Mr. Zhang has not held any other directorship in any listed public companies in the last three years. As at the Latest Practicable Date, Mr. Zhang is a director and a shareholder of United Home, a controlling shareholder of the Company. Mr. Zhang is interested in 6.67% of the issued capital of United Home. Save as the above, Mr. Zhang is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang is interested in underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as follows:

**Rights to acquire shares**

| Name of Director | Capacity         | Date of grant | Exercise Price<br><i>HK\$</i> | Exercisable period   | Number of options Outstanding | Number of underlying shares |
|------------------|------------------|---------------|-------------------------------|----------------------|-------------------------------|-----------------------------|
| Zhang zhifang    | Beneficial owner | 7.2.2007      | 0.330                         | 7.2.2010 to 6.2.2015 | 1,500,000                     | 1,500,000                   |

Mr. Zhang has not entered into any service contract with the Company. The appointment of Mr. Zhang is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Zhang did not receive any director's remuneration from the Group during the year ended 31 December 2013.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Zhang and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Zhang's re-election.

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| <b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR<br/>RE-ELECTION AT ANNUAL GENERAL MEETING</b> |
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**3.      MR. DING YU CHENG, INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Ding, aged 48, has many years of experience in management. Mr. Ding holds a master of business administration degree from the University of Pittsburg and a doctor of philosophy degree in economics from Tsinghua University. Mr. Ding has been appointed as an independent non-executive Director since June 2005.

Save as the directorship with the Company, Mr. Ding has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Ding is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Ding has not entered into any service contract with the Company. The appointment of Mr. Ding is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Ding received director's remuneration of HK\$180,000 from the Group during the year ended 31 December 2013 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Ding and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Ding's re-election.

## AGM NOTICE



### SEEC MEDIA GROUP LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 205)**

**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 Monday, 28 April 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (individually, a "Director" and collectively, the "Directors") and the independent auditor of the Company (the "Auditor") for the year ended 31 December 2013.
2. To re-elect the retiring Directors and to authorize the board of Directors (the "Board") to fix the remuneration of the Directors.
3. To re-appoint Auditor and to authorise the board of Directors to fix the remuneration of Auditor.

As special business, to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions ("Resolutions"):

4. **"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;

## AGM NOTICE

- (c) the aggregate nominal amount of share capital 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 articles of association of the Company (the "Articles of Association"), shall not exceed 20 per cent of the aggregate nominal amount of the share capital 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 the Articles of Association or any applicable laws of the Cayman Islands 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.



## AGM NOTICE

- (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).”

5. “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 of Hong Kong and the Cayman Islands, the memorandum of association of the Company, the Articles of Association 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 aggregate nominal amount 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 per cent of the aggregate nominal amount of the share capital 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 the Articles of Association or any applicable laws of the Cayman Islands to be held; or

## AGM NOTICE

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon Resolution 4 and Resolution 5 as set out in this notice of annual general meeting dated 28 March 2014 (the “AGM Notice”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to Resolution 5 as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Resolution 5 as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4 as set out in the AGM Notice.”

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

Hong Kong, 28 March 2014

*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. Wang Boming, Mr. Dai Xiaojing, Mr. Li Shijie and Mr. Zhang Zhifang; and the independent non-executive Directors are Mr. Fu Fengxiang, Mr. Ding Yu Cheng, Mr. Wang Xiangfei and Mr. Zhang Ke.*

*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 be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially 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 26/F Tesbury Centre, 28 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).
4. 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.
5. An explanatory statement containing further details regarding Resolution 5 above is set out in Appendix I to the circular of the Company dated 28 March 2014 of which this AGM Notice forms part.
6. With respect to Resolution 2 of this AGM Notice, Mr. Dai Xiaojing, Mr. Zhang Zhifang and Mr. Ding Yu Cheng shall retire from the office of directorship and shall offer themselves for re-election at the AGM in accordance with the Articles of Association. Details of the said Directors are set out in Appendix II to the circular of the Company dated 28 March 2014.