



**SEEC MEDIA GROUP LIMITED**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 205)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of SEEC Media Group Limited (the “Company”) will be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 30 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT** the conditional agreement dated 21 June 2007 entered into between 北京財訊廣告有限公司 (Beijing Caixun Advertising Co., Ltd.) (“Beijing Caixun”); 深圳財訊廣告有限公司 (Shenzhen Caixun Advertising Co., Ltd.) (“Shenzhen Caixun”); 上海聯辦投資發展有限公司 (Shanghai SEEC Investment and Development Company Limited) (“Shanghai SEEC”) and 北京聯証信息科技有限公司 (Beijing Lianzheng Information & Technology Company Limited) (“Beijing Lianzheng”) supplementing a registered capital transfer agreement (dated 6 September 2006 entered into between the same parties) in relation to the acquisition of the exclusive agency business in respect of all the advertisements appearing in 中國汽車畫報 (China Auto Pictorial) carried on by 北京金証榮聯廣告有限公司 (Beijing Jingzheng Ronglian Advertising Company Limited) (“Jingzheng Ronglian Advertising”) (the “Supplemental Transfer Agreement”), a copy of the Supplemental Transfer 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 13 July 2007 of which this notice forms part (the “Circular”) and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and that the directors of the Company (the “Directors”) (or any of them) be and are hereby authorised to take such action and execute such documentation as they (or any of them) may in their (his) absolute discretion consider necessary, desirable or expedient (including the affixation of the seal of the Company) to give effect to or in connection with the Supplemental Transfer Agreement and the transactions contemplated thereunder.”
2. **“THAT** the conditional deed of assignment dated 22 June 2007 entered into between Beijing Caixun; Shenzhen Caixun; Shanghai SEEC; Beijing Lianzheng; United Home Limited (“United Home”) and the Company in relation to the assignment of the balance outstanding consideration payable by Beijing Caixun and Shenzhen Caixun to Shanghai SEEC and Beijing Lianzheng under the Supplemental Transfer Agreement (the “Deed of Debt Assignment”), a copy of the Deed of Debt Assignment marked “B” is tabled before the meeting and signed for identification purpose by the Chairman of the meeting, as more particularly described in the Circular and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and that the Directors

(or any of them) be and are hereby authorised to take such action and execute such documentation as they (or any of them) may in their (his) absolute discretion consider necessary, desirable or expedient (including the affixation of the seal of the Company) to give effect to or in connection with the Deed of Debt Assignment and the transactions contemplated thereunder including, but not limited to, the allotment and issue of 168,000,000 ordinary shares of HK\$0.10 each in the capital of the Company (the “Consideration Shares”) at the issue price of HK\$0.375 each, credited as fully paid, to United Home under the Deed of Debt Assignment be approved.”

3. “**THAT** conditional upon the passing of the resolutions no. 1 and 2 above, the waiver of the obligation of United Home and parties acting in concert with it to make a mandatory general offer arising from the issue of the Consideration Shares under the Deed of Debt Assignment in accordance with Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Whitewash Waiver”) be and is hereby approved and that the Directors (or any of them) be and are hereby authorised to take such action and execute such documentation as they (or any of them) may in their (his) absolute discretion consider necessary, desirable or expedient (including the affixation of the seal of the Company) to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By order of the Board  
**Wang Boming**  
*Chairman*

Hong Kong, 13 July 2007

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one proxy or more than one proxies to attend and, on a poll, vote instead of him at the EGM. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney to 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, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. As as the date of this EGM notice, the Directors are Messrs. Wang Boming, Zhang Zhifang, Dai Xiaojing, Li Shijie, Lau See Him, Louis, Fu Fengxiang, Wang Xiangfei, Ding Yu Cheng and Zhang Ke.