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**SEEC Media Group Limited**

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

(Stock Code: 205)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 11 MAY 2015**

**(2) RETIREMENT OF DIRECTORS, CHANGE OF CHAIRMAN AND  
MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND  
NOMINATION COMMITTEE AND CHANGE OF AUTHORIZED REPRESENTATIVE  
UNDER THE COMPANIES ORDINANCE,**

**AND**

**(3) NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10(2), RULE 3.10A,  
RULE 3.21 AND RULE 3.25 OF THE LISTING RULES**

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 11 MAY 2015**

At the annual general meeting of SEEC Media Group Limited (the “**Company**”) held on 11 May 2015 (“**AGM**”), a poll was conducted on all the proposed resolutions as set out in the notice of AGM (the “**AGM Notice**”) dated 8 April 2015 pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As at the date of the AGM, the number of issued shares of the Company was 2,124,315,172 shares, which was the total number of shares entitling the holders to attend and vote on all resolutions at the AGM. There were no shares entitling the holders to attend and vote only against the resolutions at the AGM.

No shareholders were required to abstain from voting on any of the resolutions at the AGM. No person has indicated in the circular containing the AGM notice that he/she/it intends to abstain from voting on or vote against any of the resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the voting at the AGM. The poll results are as follows:

ORDINARY RESOLUTIONS		No. of Shares Voted and %	
		FOR	AGAINST
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 2014.	648,079,099 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Wang Boming as an executive Director;	648,079,099 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Suen Man Simon as an executive Director;	648,079,099 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Zhou Hongtao as an executive Director;	648,079,099 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Li Leong as an executive Director; and	648,079,099 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Zhang Ke as an independent non-executive Director.	105,874,889 (16.34%)	542,204,210 (83.66%)
3.	To re-elect, approve and confirm the continuous appointment of Mr. Wang Xiangfei (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company.	105,874,889 (16.34%)	542,204,210 (83.66%)
4.	To authorize the board of Directors to fix the Directors' remuneration.	648,079,099 (100.00%)	0 (0.00%)
5.	To re-appoint the Auditor and to authorize the board of Directors to fix the remuneration of the Auditor.	648,079,099 (100.00%)	0 (0.00%)
6.	As special business, to grant an unconditional general mandate to allot, issue or deal with new shares up to a maximum of 20% of the existing issued share capital of the Company <sup>(Note)</sup> .	646,363,099 (99.74%)	1,716,000 (0.26%)
7.	As special business, to grant an unconditional general mandate to the Directors to repurchase shares up to a maximum of 10% of the existing issued share capital of the Company <sup>(Note)</sup> .	648,079,099 (100.00%)	0 (0.00%)
8.	As special business, to extend the unconditional general mandate granted to the Directors to allot, issue or deal with new shares by the number of shares repurchased <sup>(Note)</sup> .	646,363,099 (99.74%)	1,716,000 (0.26%)

Note: The full text of the resolutions are set out in the AGM Notice.

Except for resolutions no. 2(e) and 3, all the other resolutions set out in the AGM Notice, on the basis of votes set out above, were duly passed by the Shareholders by way of poll at the AGM.

### **RETIREMENT OF DIRECTORS, CHANGE OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE AND CHANGE OF AUTHORIZED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE**

As indicated above, resolutions no. 2(e) and 3 as set out in the AGM Notice in respect of the re-election and re-appointment of Mr. Zhang Ke and Mr. Wang Xiangfei as independent non-executive Directors of the Company were not passed at the AGM. Accordingly, Mr. Zhang Ke and Mr. Wang Xiangfei retired as independent non-executive Directors of the Company at the conclusion of the AGM.

Mr. Zhang Ke ceased as the chairman of the Company's audit committee (the "**Audit Committee**") and remuneration committee (the "**Remuneration Committee**") and a member of the Company's nomination committee (the "**Nomination Committee**"); and Mr. Wang Xiangfei ceased as a member of the Audit Committee.

Mr. Wang Xiangfei also ceased as the authorized representative for accepting service of process and notices on behalf of the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Authorized Representative**"). Mr. Suen Man Simon, who is currently an executive Director, was appointed as the Authorized Representative to replace Mr. Wang Xiangfei.

The Board would like to extend its gratitude to Mr. Zhang Ke and Mr. Wang Xiangfei for their valuable contribution to the Company in the past years.

### **NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10(2), RULE 3.10A, RULE 3.21 AND RULE 3.25 OF THE LISTING RULES**

Upon retirement of Mr. Zhang Ke and Mr. Wang Xiangfei as independent non-executive Directors, the Board comprises six executive Directors and one independent non-executive Director. As a result, the number of independent non-executive Directors, the Audit Committee members, the Remuneration Committee members and the Nomination Committee members fell below the minimum required under Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 3.25 of the Listing Rules. In addition, the Company is not in compliance with Rule 3.10(2) as the current independent non-executive Director does not have the appropriate accounting or related financial management qualification or expertise.

The Company is endeavouring to identify suitable candidates to fill the vacancies as soon as practicable, with the relevant appointments 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**  
**Zhang Zhifang**  
*Executive Director*

Hong Kong, 11 May 2015

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr Zhou Hongtao and Mr. Li Leong; and one independent non-executive Director, Mr. Ding Yu Cheng.*