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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of SEEC Media Group Limited (“**Company**”) will be held at 11:00 a.m. on Monday, 12 October 2015 at Room 806, 8/F, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong to consider and, if thought fit, pass the following resolutions as special resolutions of the Company.

SPECIAL RESOLUTIONS

1. “**THAT** the articles of association of the Company be and are hereby amended by adding the following new Article 189 immediately after the existing Article 188 (“**Amendment to Articles**”):

Transfer By Way Of Continuation

189. The Company may exercise the power contained in the Companies Law to be deregistered in the Cayman Islands and registered by way of continuation in another jurisdiction.

and the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Amendment to Articles.”

2. **“THAT:**

- (a) subject to the passing of special resolution numbered 1 above and obtaining all necessary governmental and regulatory consents, the change of the domicile of the Company (**“Change of Domicile”**) from the Cayman Islands to Bermuda by way of de-registration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;
- (b) the memorandum of continuance, a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting (**“Chairman”**) for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the Meeting marked “B” and initialled by the Chairman for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (d) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the maximum number of Directors shall, for the time being, be fixed at twenty (20) and the Directors be and are hereby authorised to fill any vacancies on the board of Directors and to appoint additional Directors up to the maximum number determined herein or such other maximum number as may be determined from time to time by members of the Company in general meeting and to appoint alternate Directors at their discretion; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the foregoing.”

3. “**THAT** subject to the passing of special resolutions numbered 1 and 2 above:
- (a) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be and is hereby cancelled and transferred to an account designated as the contributed surplus account of the Company (“**Cancellation of Share Premium Account**”);
 - (b) the account designated as the contributed surplus account of the Company be designated as the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) upon the Change of Domicile (as defined in special resolution numbered 2 above) becoming effective and the amount standing to the credit of such designated account be continue to stand to the credit of the Contributed Surplus Account upon the Change of Domicile becoming effective; and
 - (c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Cancellation of Share Premium Account.”
4. “**THAT** subject to the passing of special resolutions numbered 1 and 2 above and conditional upon the Change of Domicile (as defined in special resolution numbered 2 above) becoming effective and The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the 21st day (if it is not a business day in Hong Kong, the immediately following business day in Hong Kong) after the effective date of the Change of Domicile (“**Effective Date**”):
- (a) every two (2) issued shares of HK\$0.10 each in the existing issued share capital of the Company be and are consolidated (“**Share Consolidation**”) into one (1) share of HK\$0.20 each (“**Consolidated Shares**”);
 - (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;

- (c) the par value of each of the then issued Consolidated Shares of the Company be and is hereby reduced from HK\$0.20 each to HK\$0.10 each (“**New Shares**”) by cancelling the capital paid-up thereon to the extent of HK\$0.10 on each of the then issued Consolidated Shares (together with sub-paragraph (b) above are hereinafter referred to as “**Capital Reduction**” and together with the Share Consolidation, “**Capital Reorganisation**”);
- (d) the credits arising from the Capital Reduction be transferred to the Contributed Surplus Account (as defined in special resolution numbered 3 above) and the Directors be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws including, without limitation, (i) eliminating or setting off the accumulated losses of the Company as at the Effective Date; (ii) eliminating or setting off the accumulated losses of the Company as may arise from time to time; and/or (iii) paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be and are approved, ratified and confirmed; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation and the Capital Reduction and (where applicable) to aggregate all fractional New Shares and sell them for the benefits of the Company.”

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

Hong Kong, 18 September 2015

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 806, 8/F.
Nan Fung Tower
173 Des Voeux Road Central
Hong Kong

Notes:

- (a) Any shareholder of the Company (“**Shareholders**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes and, in such event, the form of proxy shall be deemed to be revoked.
- (c) Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, 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 be present at the Meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.

As at the date of this notice, the executive Directors are Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong; and the independent non-executive Directors are Mr. Ding Yu Cheng, Mr. Law Chi Hung and Ms. Wensy Ip.