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

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all Resolutions were duly passed as special resolutions of the Company at the EGM held on 12 October 2015 by way of poll.

Reference is made to the circular (“**Circular**”) of SEEC Media Group Limited (“**Company**”) dated 18 September 2015 and the notice of the EGM dated 18 September 2015 (“**Notice**”) in relation to, among others, (i) the proposed Change of Domicile; (ii) the proposed Amendment to Articles; (iii) the proposed Cancellation of Share Premium Account; (iv) the proposed Adoption of New Memorandum of Continuance and Bye-laws; and (v) the proposed Capital Reorganisation. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the EGM held on Monday, 12 October 2015, all the resolutions (“**Resolutions**”) as set out in the Notice were duly passed as special resolutions of the Company by way of poll.

The full text of the Resolutions is set out in the Notice. The poll results are as follows:

| SPECIAL RESOLUTIONS |   | Number of votes (%)     |                      | Total number of votes |
|---------------------|---|-------------------------|----------------------|-----------------------|
|                     |   | For                     | Against              |                       |
| 1.                  | To approve the amendment to the articles of association of the Company as described in the Circular.  | 297,655,010<br>(98.99%) | 3,028,000<br>(1.01%) | 300,683,010           |
| 2.                  | To approve the change of domicile of the Company and the adoption of the memorandum of continuance and new by-laws of the Company and the fixing of the maximum number of directors of the Company as described in the Circular.  | 297,655,010<br>(98.99%) | 3,028,000<br>(1.01%) | 300,683,010           |
| 3.                  | To approve the cancellation of the entire amount standing to the credit of the share premium account of the Company and the transfer of such amount to an account of the Company designated as the contributed surplus account of the Company and that such designated contributed surplus account of the Company shall be the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda effective upon the change of domicile as described in the Circular. | 297,537,010<br>(98.95%) | 3,146,000<br>(1.05%) | 300,683,010           |
| 4.                  | To approve the capital reorganisation comprising share consolidation and capital reduction as described in the Circular.  | 297,537,010<br>(98.95%) | 3,146,000<br>(1.05%) | 300,683,010           |

*Note:* The number of votes and percentage of the voting as stated above are based on the total number of shares of the Company held by the Shareholders who are not required to abstain from voting on the relevant Resolutions and attended and voted at the EGM in person, by authorised corporate representative(s) or by proxy(ies).

As at the date of the EGM:

- (i) to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there was no restriction on any Shareholders to cast votes on any of the Resolutions and no Shareholder was required to abstain from voting on the same. Accordingly, the total number of shares of the Company entitling the holders to attend and vote for or against all of the Resolutions was 2,124,515,172, representing 100% of the issued shares of the Company;
- (ii) none of the Shareholders was entitled to attend and abstain from voting in favour of any of the Resolutions according to Rule 13.40 of the Listing Rules;
- (iii) there was no share of the Company entitling the holder to attend and vote only against any of the Resolutions; and
- (iv) none of the Shareholders has stated their intention in the Circular to vote against any of the Resolutions or to abstain from voting at the EGM.

The Company's branch share registrar, Tricor Secretaries Limited, was appointed as the scrutineer for the poll at the EGM.

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

Hong Kong, 12 October 2015

*As at the date of this announcement, 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.*