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## **SEEC MEDIA GROUP LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 205)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of SEEC Media Group Limited (the “Company”) will be held at 11:00 a.m. on 20 November 2015 at Room 806, 8th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “(i) **THAT** subject to and conditional upon the Capital Reorganisation (as defined in the circular of the Company dated 18 September 2015 (the “**Change of Domicile Circular**”)) becoming effective, with effect from the day of passing this ordinary resolution, the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.10 each (the “**Shares**”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creation of 7,000,000,000 additional Shares (the “**Increase in Authorised Share Capital**”), which will, upon issue and being fully paid, rank pari passu in all respects with the Shares in issue; and

(ii) **THAT** any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

2. “**THAT** subject to the passing of resolution no.1 above and conditional upon: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Offer Shares (as defined below) to be allotted and issued to the qualifying shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on 2 December 2015 or such other date as may be determined and announced by the board of Directors as the record date of the Open Offer (the “**Record Date**”) pursuant to the terms and conditions of the Open Offer (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 4 November 2015 (the “**Circular**”)); (b) the Capital Reorganisation (as defined in the Change of Domicile Circular) and the Increase in Authorised Share Capital (as defined in resolution no.1 above) becoming effective; (c) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (d) the posting of the Prospectus Documents (as defined in the Circular) to Qualifying Shareholders on the Prospectus Posting Date; and (e) the fulfillment of the conditions set out in the underwriting agreement dated 19 August 2015 (as supplemented by the supplemental underwriting agreement dated 9 September 2015) (together, the “**Underwriting Agreement**”), entered into between the Company as issuer and Black Marble Securities Limited as underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms therein (a copy of the Underwriting Agreement had been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification),

(i) the Underwriting Agreement and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (ii) the issue by way of open offer (the “**Open Offer**”) of not less than 5,311,287,930 Shares and not more than 5,320,787,930 Shares (the “**Offer Shares**”) to the Qualifying Shareholders excluding those shareholders of the Company with registered addresses as shown on the register of members of the Company on the Record Date outside Hong Kong whom the Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas shareholders reside (the “**Excluded Shareholders**”) on the basis of five (5) Offer Shares for every one (1) Share then held on the Record Date at the subscription price of HK\$0.10 per Offer Share and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved and confirmed;
- (iii) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangement in relation to the Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and
- (iv) any Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”

On behalf of the Board  
**SEEC Media Group Limited**  
**Li Leong**  
*Executive Director*

Hong Kong, 4 November 2015

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

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

Room 806, 8th Floor, Nan Fung Tower  
173 Des Voeux Road Central, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed with the circular of the Company dated 4 November 2015. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or 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, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that 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.
5. As at the date hereof, 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.