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## **SEEC MEDIA GROUP LIMITED**

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

(Stock Code: 205)

### **POLL RESULTS AT ANNUAL GENERAL MEETING HELD ON 11 May 2011**

At the annual general meeting of SEEC Media Group Limited (the “Company”) held on 11 May 2012 (“AGM”), a poll was conducted on all the proposed resolutions as set out in the notice of AGM dated 28 March 2012 pursuant to the requirements of the Listing Rules.

As at the date of the AGM, the number of issued shares of the Company was 1,739,565,172 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 notice of the AGM 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:

<b>ORDINARY RESOLUTIONS</b>	<b>No. of Shares Voted and %</b>	
	<b>FOR</b>	<b>AGAINST</b>
1. To approve and consider the audited consolidated financial statements and reports of the directors and the auditors of the Company for the year ended 31 December 2011.	966,736,189 (100.00%)	0 (0.00%)
2. (a) (i) To re-elect Dai Xiaojing as Executive Director;	966,736,189 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS	No. of Shares Voted and %	
	FOR	AGAINST
(ii) To re-elect Li Shijie as Executive Director;	966,736,189 (100.00%)	0 (0.00%)
(iii) To re-elect Zhang Ke as Independent Non-Executive Director; and	966,736,189 (100.00%)	0 (0.00%)
2. (b) To authorize the board of directors to fix the directors' remuneration.	966,736,189 (100.00%)	0 (0.00%)
3. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of Directors to fix their remuneration.	966,736,189 (100.00%)	0 (0.00%)
4. 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.	966,580,189 (99.98%)	156,000 (0.02%)
5. 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.	966,736,189 (100.00%)	0 (0.00%)
6. To extend the unconditional general mandate granted to the Directors to allot, issue or deal with new shares by the number of shares repurchased.	966,580,189 (99.98%)	156,000 (0.02%)
7. To approve the termination of the existing share option scheme of the Company and the adoption of the new share option scheme of the Company.	966,580,189 (99.98%)	156,000 (0.02%)

On the basis of the votes set out above, all the above resolutions were duly passed as ordinary resolutions of the Company.

Yours faithfully,

For and on behalf of the Board of

**SEEC Media Group Limited**

**Zhang Zhifang**

*Executive Director*

Hong Kong, 11 May 2012

*As at the date hereof, the Board comprises Mr. Wang Boming, Mr. Dai Xiaojing, Mr. Li Shijie and Mr. Zhang Zhifang as executive directors and Mr. Ding Yu Cheng, Mr. Fu Fengxiang, Mr. Wang Xiangfei, and Mr. Zhang Ke as the independent non-executive directors.*