
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SEEC Media Group Limited (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 28 April 2008 at 10:00 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

3 April 2008

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DEFINITIONS

In this circular, the following expressions shall, unless the context otherwise requires, have the following meanings:

“AGM Notice”	notice convening the Annual General Meeting as set out on pages 15 to 19 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 28 April 2008 at 10:00 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associates”	shall have the meaning ascribed thereto in the Listing Rules;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Company”	SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board;
“Directors”	the directors of the Company for the time being and from time to time;
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information of the Repurchase Mandate as set out in Appendix I to this circular;
“General Mandates”	the Repurchase Mandate and the Share Issue Mandate;
“Group”	the Company and its Subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	28 March 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Main Board”	the stock market operated by the Stock Exchange which excludes the Growth Enterprise Market of the Stock Exchange and the option market;
“PRC”	the People’s Republic of China, excluding Hong Kong for the purposes of this circular;
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Resolutions”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholders”	registered holders of the Shares;
“Share(s)”	shares of \$0.10 each (or of such other nominal amount as shall result from a sub-division or a consolidation of such shares from time to time) in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“RMB”	Renminbi, the lawful currency of the PRC.

LETTER FROM THE BOARD



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

Directors:

Executive Directors:

Mr. Wang Boming (*Chairman*)

Mr. Zhang Zhifang

Mr. Dai Xiaojing

Mr. Li Shijie

Mr. Lau See Him Louis

Registered Office:

P.O. 897 GT

Second Floor

One Capital Place

Grand Cayman

Cayman Islands

British West Indies

Independent Non-Executive Directors:

Mr. Fu Fengxiang

Mr. Wang Xiangfei

Mr. Ding Yu Cheng

Mr. Zhang Ke

Principal place of business

in Hong Kong:

Room 2502

Alexandra House

18 Chater Road

Central

Hong Kong

3 April 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information on the Resolutions that will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, to approve (a) the granting of the General Mandates and the extension of the Share Issue Mandate to the Board; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 4 June 2007 at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong, resolutions were passed granting the Directors a general mandate to allot, issue or deal with additional Shares up to a maximum of 20 per cent of the aggregate nominal amount of the issued Shares as at the date of such meeting and a general mandate to repurchase on the Stock Exchange up to 10 per cent of the aggregate nominal amount of the issued Shares at the date of such meeting. The general mandate to allot, issue and deal with Shares was extended by an amount representing the aggregate nominal amount of the Shares so repurchased. Such mandates will expire at the conclusion of the Annual General Meeting. It is therefore proposed that the Company will seek the approval of the Shareholders of the relevant resolutions proposed at the Annual General Meeting in respect of the renewal of the respective general mandates to issue, allot and deal with Shares and to repurchase Shares.

At the Annual General Meeting, Resolutions will be proposed that the Directors be given the General Mandates. In addition, a Resolution will also be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10 per cent of the aggregate nominal amount of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,725,224,614 Shares. Subject to the passing of the resolution granting the General Mandates and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 345,044,922 Shares.

Each of the General Mandates would continue in force until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

The Explanatory Statement, which is required by the Listing Rules to be sent to the Shareholders, is set out in Appendix I to this circular. It contains information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of nine Directors including five executive Directors, namely, Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr Dai Xiaojing, Mr Li Shijie and Mr. Lau See Him Louis and four independent non-executive Directors, namely, Mr. Fu Fengxiang, Mr. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke.

LETTER FROM THE BOARD

Pursuant to Article 119 of the Articles of Association, Mr. Wang Boming, Mr. Zhang Zhifang and Mr. Lau See Him Louis shall retire as Directors and be eligible for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, details of Mr. Wang Boming, Mr. Zhang Zhifang and Mr. Lau See Him Louis are set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

At the Annual General Meeting, Resolutions will be proposed to approve, among other things, (a) the granting of the General Mandates to the Board; (b) the extension of the Share Issue Mandate to the Board by the addition of the number of shares repurchased pursuant to the Repurchase Mandate; (c) the re-election of Mr. Wang Boming, Mr. Zhang Zhifang and Mr. Lau See Him Louis as executive Directors.

A form of proxy is enclosed for your use at the Annual General Meeting. You are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Under Article 81 of the Article of Association, a poll may be demanded by the Shareholders in certain circumstances, details of which are set out in Appendix III.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no facts the omission of which would make any statement herein misleading.

6. RECOMMENDATION

The Directors consider that the granting of the General Mandates, the extension of the Share Issue Mandate to the Board and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the Resolutions at the Annual General Meeting. The Directors will exercise their voting rights in respect of their shareholdings (if any) in favour of the Resolutions.

LETTER FROM THE BOARD

7. GENERAL

Your attention is also drawn to the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Wang Boming
Chairman

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the Resolutions in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,725,224,614 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 172,522,461 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2007, being the date to which the latest published audited financial statements of the Company were made up, the Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it would have a material adverse impact on the working capital position and gearing position of the Company. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICE

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

Month	Per Share	
	Highest	Lowest
	traded price	traded price
	<i>HK\$</i>	<i>HK\$</i>
2007		
March	0.345	0.295
April	0.385	0.315
May	0.435	0.330
June	0.490	0.385
July	0.465	0.370
August	0.400	0.280
September	0.450	0.285
October	0.400	0.280
November	0.430	0.290
December	0.620	0.410
2008		
January	0.490	0.335
February	0.425	0.340
March (up to and including the Latest Practical Date)	0.390	0.290

5. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the interest of the Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5 per cent or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the Securities and Futures Ordinance:

Name	Number of Shares held	Approximate percentage of holding of Shares <i>(Note i)</i>	Approximate percentage of holding of Shares <i>(Note ii)</i>
United Home Limited	845,843,824 <i>(Notes iii, iv and v)</i>	49.03 per cent	54.48 per cent
Carlet Investments Ltd.	172,644,210 <i>(Notes iii and iv)</i>	10.00 per cent	11.11 per cent
Arisaig Greater China Fund Limited	161,706,000 <i>(Note vii)</i>	9.38 per cent	10.42 per cent
Arisaig Partners Fund Limited	161,706,000 <i>(Notes vi and vii)</i>	9.38 per cent	10.42 per cent
Cooper Lindsay William Ernest	161,706,000 <i>(Note viii)</i>	9.38 per cent	10.42 per cent
Madeleine Limited	161,706,000 <i>(Note viii)</i>	9.38 per cent	10.42 per cent
Arisaig Partners (Holdings) Limited	161,706,000 <i>(Note vii)</i>	9.38 per cent	10.42 per cent
Arisaig Partners (BVI) Limited	161,706,000 <i>(Note vii)</i>	9.38 per cent	10.42 per cent

Notes:

- i. Percentage held of the issued share capital of the Company as at the Latest Practicable Date.
- ii. Percentage held of the issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate.
- iii. Carlet Investments Ltd. was wholly-owned by United Home Limited.
- iv. 172,644,210 Shares were directly owned by Carlet Investments Ltd., which Shares were indirectly owned by United Home Limited (by virtue of its 100 per cent interest in Carlet Investments Ltd.).
- v. In addition to the 172,644,210 Shares referred to above, 673,199,614 Shares were directly owned by United Home Limited.

- vi. The capacity of Arisaig Partners (Mauritius) Ltd. in holding the 161,706,000 Shares was the fund manager of Arisaig Greater China Fund Limited.
- vii. 161,706,000 Shares held by Arisaig Greater China Fund Limited were indirectly owned by Arisaig Partners (Holdings) Ltd. by virtue of its 100% ownership of Arisaig Partners (BVI) Limited. Arisaig Partners (Mauritius) Ltd. is direct wholly owned subsidiary of Arisaig Partners BVI) Limited.
- viii. This referred to the same number of 161,706,000 Shares as mentioned in note (viii) above through 33.33% interests in Arisaig Partners (Holdings) Ltd. held by Madeleine Ltd. Madeleine Ltd. is beneficially owner by Cooper Lindsay William Ernest.

To the best of the knowledge of the Directors, in the event that the Directors exercise in full of the Repurchase Mandate (see *Note ii* above), then the shareholding of United Home Limited in the Company would be increased to approximately 54.48 per cent of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. At present, the Directors do not intend to exercise the Repurchase Mandate to such extent as will give rise to such obligation.

During the period since its last annual general meeting held on 4 June 2007 to the Latest Practicable Date, the Company has not repurchased (whether on the Stock Exchange or otherwise) any Shares.

The details of the following Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association are set out below:

1. MR. WANG BOMING, EXECUTIVE DIRECTOR

Mr. Wang, aged 53, is the chairman of the Group and is a director of Shanghai SEEC Investment Development Company Ltd. He is also a director of the Government Bond Association, an editor in chief of Caijing Magazine and Securities Market Weekly, the vice-chairman of the China Securities Industry Institute and a director of Asia Securities Industry Institute. Mr. Wang was a leading participant in the initial formation of China's capital markets. He also played a pioneering role in creating the first underwriting syndicate of government bonds, which revolutionized the bond distribution system in China. Before his return to China, he worked as an economist at the research department of the New York Stock Exchange, responsible for macro-economic studies and market movement analysis in the U.S.A. Mr. Wang obtained his bachelor's degree at the City University of New York and his master of business administration degree at Columbia University majoring in international finance. Mr. Wang joined the Group in December 1998.

Mr. Wang has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang is interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance as follows:

Rights to acquire shares

Name of Director	Capacity	Date of grant	Exercise price	Exercise period	Number of share options outstanding	Number of underlying shares
Wang Boming	Beneficial Owner	7.2.2007	0.33	7.2.2010 to 6.2.2015	1,500,000	1,500,000

Mr. Wang has not entered into any service contract with the Company. The appointment of Mr. Wang is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Wang received director's remuneration of RMB139,430 (i.e. HKD142,218 equivalent) from the Group during the year ended 31 December 2007 which was determined by reference to his duties and responsibilities to the Group.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Wang and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Wang's re-election.

2. ZHANG ZHIFANG, EXECUTIVE DIRECTOR

Mr. Zhang, aged 54, is responsible for the Group's investment and business planning in the PRC. Mr. Zhang graduated from Peking University with a bachelor's degree in international relations and a master's degree in international law, in 1984 and 1986, respectively. He earned his second master's degree in international commercial law and politics from the Fletcher School of Law and Diplomacy in the U.S.A. in 1987. Before he joined the Group in December 1997, he was employed as an investment consultant of Fair Field Maxwell Financial Services Corp. in the U.S.A. in 1987. He has served as an executive officer of the Executive Commission of Securities Trading Automated Quotations System of the PRC since 1989.

Mr. Zhang has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang is interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance as follows:

Rights to acquire shares

Name of Director	Capacity	Date of grant	Exercise price	Exercise period	Number of share options outstanding	Number of underlying shares
Zhang Zhifang	Beneficial Owner	7.2.2007	0.33	7.2.2010 to 6.2.2015	1,500,000	1,500,000

Mr. Zhang has not entered into any service contract with the Company. The appointment of Mr. Zhang is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Zhang did not receive any director's remuneration from the Group during the year ended 31 December 2007.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Zhang and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Zhang's re-election.

3. MR. LAU SEE HIM LOUIS, EXECUTIVE DIRECTOR

Mr. Lau, aged 45, is responsible for the Group's investment planning. Mr. Lau graduated from the University of International Business and Economics in the PRC with a bachelor's degree in economics. Mr. Lau has many years of experience in the securities industry and financial services sector. Prior to joining the Group, Mr. Lau held various senior positions in securities companies in Hong Kong. Mr. Lau has been appointed as an executive director of the Company since December 2004.

Mr. Lau has not held any other directorship in any listed public companies in the last three years and is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lau is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Lau has not entered into any service contract with the Company. The appointment of Mr. Lau is not for a specified term except that he is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Mr. Lau did not receive any director's remuneration from the Group during the year ended 31 December 2007.

There is no information to be disclosed pursuant to any of the requirements set out in rule 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lau and save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Lau's re-election.

Article 81 of the Articles of Association sets out the procedures by which Shareholders may demand a poll as follows:

At any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. A poll may be demanded:

- (a) by the Chairman of the meeting; or
- (b) by at least three Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

AGM NOTICE



SEEC MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

NOTICE IS HEREBY GIVEN that the annual general meeting of SEEC Media Group Limited (the “Company”) will be held at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong on Monday, 28 April 2008 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (individually, a “Director” and collectively, the “Directors”) and the auditors of the Company (the “Auditors”) for the year ended 31 December 2007.
2. To re–elect Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To re–appoint Auditors and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Share”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”),

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:
 - (i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.
 - (ii) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation

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to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People's Republic of China applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong and the Cayman Islands, the memorandum of association of the Company, the Articles of Association and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

AGM NOTICE

6. “**THAT** conditional upon Resolution 4 and Resolution 5 as set out in this notice of annual general meeting dated 3 April 2008 (the “**AGM Notice**”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to Resolution 5 as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Resolution 5 as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4 as set out in the AGM Notice.”

By Order of the Board of
SEEC Media Group Limited
Wang Boming
Chairman

Hong Kong, 3 April 2008

Principal place of business in Hong Kong:
Room 2502
Alexandra House
18 Chater Road
Central
Hong Kong

AGM NOTICE

Notes:

1. A form of proxy for use at the annual general meeting of the Company is enclosed.
2. A member of the Company entitled to attend and vote at the annual general meeting of the Company convened by the AGM Notice is entitled to appoint one proxy or more proxies to attend and, on a poll, vote instead of him at the annual general meeting. A proxy need not be a member of the Company.
3. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person at the annual general meeting (or any adjournment thereof).
4. In the case of joint holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. An explanatory statement containing further details regarding Resolution 5 above is set out in Appendix I to the circular of the Company dated 3 April 2008 of which this AGM Notice forms part.
6. With respect to Resolution 2 of this AGM Notice, Messrs. Wang Boming, Zhang Zhifang and Lau See Him Louis shall retire from the office of directorship and shall offer themselves for re-election at the annual general meeting in accordance with the Articles of Association. Details of the said Directors are set out in Appendix II to the circular of the Company dated 3 April 2008.
7. As at the date of this AGM Notice, the Directors are Messrs. Wang Boming, Zhang Zhifang, Dai Xiaojing, Li Shijie, Lau See Him Louis, Fu Fengxiang, Wang Xiangfei, Ding Yu Cheng and Zhang Ke.