
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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**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,
CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 11 May 2015 at 10:00 a.m. or any adjournment thereof is set out on pages 18 to 23 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 Level 22, Hopewell Centre, 183 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.

8 April 2015

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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 18 to 23 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 11 May 2015 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;
“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;
“Director(s)”	the director(s) 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”	30 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“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;
“Resolution(s)”	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;
“Share(s)”	share(s) of \$0.10 each in the capital of the Company;
“Shareholder(s)”	registered holder(s) of the Shares;
“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. Suen Man Simon

Mr. Zhou Hongtao

Mr. Li Leong

Independent Non-Executive Directors:

Mr. Wang Xiangfei

Mr. Zhang Ke

Mr. Ding Yu Cheng

Registered office:

The Harbour Trust Company Limited

Windward 1

Regatta Office Park

West Bay Road

Grand Cayman

Cayman Islands

Principal place of business

in Hong Kong:

Room 806, 8/F.,

Nan Fung Tower,

173 Des Voeux Road Central,

Hong Kong

8 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS
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 (a) approve the granting of the General Mandates and the extension of the Share Issue Mandate to the Board; (b) re-elect the retiring Directors; and (c) approve and confirm the continuous appointment of the independent non-executive Director who has served the Company for more than nine years.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 April 2014 at Room 806, 8/F., Nan Fung Tower, 173 Des Voeux 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 1,775,215,172 Shares. Subject to the passing of the resolutions 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 355,043,034 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.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENTS OF MR. WANG XIANGFEI

The Board currently consists of nine Directors including six executive Directors, namely Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong and three independent non-executive Directors, namely Mr. Wang Xiangfei, Mr. Zhang Ke and Mr. Ding Yu Cheng.

Pursuant to Articles 119 of the Articles of Association, Mr. Wang Boming, Mr. Wang Xiangfei and Mr. Zhang Ke shall retire as Directors and be eligible for re-election at the Annual General Meeting.

Pursuant to Articles 127 of the Articles of Association, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong being Directors appointed by the Board after the Company's last annual general meeting held on 28 April 2014, shall hold office only until the Annual General Meeting and shall be eligible for re-election at the Annual General Meeting.

Further pursuant to Appendix 14 to the Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr. Wang Xiangfei has been appointed as independent non-executive Directors for more than nine years. Nonetheless, the Company has received from him a confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively and Mr. Wang has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Wang to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

Pursuant to Rule 13.74 of the Listing Rules, biographical details of Mr. Wang Boming, Mr. Suen Man Simon, Mr. Zhou Hongtao, Mr. Li Leong, Mr. Wang Xiangfei and Mr. Zhang Ke are set out in Appendix II hereto.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

At the Annual General Meeting, Resolutions will be proposed to, among other things, (a) grant the General Mandates to the Board; (b) extend the Share Issue Mandate to the Board by the addition of the number of shares repurchased pursuant to the Repurchase Mandate; (c) re-elect Mr. Wang Boming, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong as executive Directors; and Mr. Wang Xiangfei and Mr. Zhang Ke as independent non-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 Level 22, Hopewell Centre, 183 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.

Resolutions shall be determined by poll pursuant to the Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and 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, 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
Zhang Zhifang
Executive Director

As at the date hereof, the Board comprises Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr Li Leong as executive Directors and Mr. Wang Xiangfei, Mr. Zhang Ke and Mr. Ding Yu Cheng as independent non-executive Directors.

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 1,775,215,172 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 177,521,517 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 2014, 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 was 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 <i>HK\$</i>	traded price <i>HK\$</i>
2014		
March	0.360	0.246
April	0.340	0.250
May	0.300	0.270
June	0.330	0.285
July	0.330	0.280
August	0.630	0.310
September	0.990	0.335
October	1.310	0.610
November	0.900	0.520
December	0.710	0.305
2015		
January	0.430	0.315
February	0.375	0.300
March (up to and including the Latest Practical Date)	0.540	0.320

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:

Long positions

(a) Shares

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 <i>(Note iii)</i>	296,144,489	16.68 per cent	18.54 per cent

(b) Warrants to subscribe for Shares

Name	Number of Underlying Shares	Approximate Percentage of holding of Shares <i>(Note i)</i>	Approximate Percentage of holding of Shares <i>(Note ii)</i>
Quantum Key Technology Ltd	347,000,000 <i>(Note iv)</i>	19.55	21.72
Entex International Holding Limited	347,000,000 <i>(Note iv)</i>	19.55	21.72
Wu Xuxiao	347,000,000 <i>(Note iv)</i>	19.55	21.72

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. Messrs. Wang Boming, Zhang Zhifang and Dai Xiaojing are directors of United Home Limited.
- iv. This referred to the unlisted warrants issued to Quantum Key Technology Limited (“Quantum Key”) exercisable to subscribe for 347,000,000 Shares. Quantum Key is wholly owned by Entex International Holding Limited (“Entex”). Wu Xuxiao wholly owns Entex.

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 18.54 per cent of the issued share capital of the Company. The Directors of the Company consider that such increase would not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code.

The Directors will not repurchase shares if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

6. SHARES REPURCHASE MADE BY THE COMPANY

During the period since its last annual general meeting held on 28 April 2014 to the Latest Practicable Date, the Company has not repurchased (whether on the Stock Exchange or otherwise) any Shares.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

Details of the retiring Directors who will 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 59, is the chairman of the Group and is also a director of Shanghai SEEC Investment Development Co., Ltd. He is also a director of the Government Bond Association, an editor in chief of “Caijing Magazine” and “CapitalWeek” (formerly known as “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 macroeconomic studies and market movement analysis in the United States of America (“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.

Save as the directorship with the Company, Mr. Wang has not held any other directorship in any listed public companies in the last three years. As at the Latest Practicable Date, Mr. Wang is a director and a shareholder of United Home Limited, a substantial shareholder of the Company. Mr. Wang is interested in 6.67% of the issued capital of United Home Limited. As at the Latest Practicable Date, Mr. Wang is interested in 1,500,000 Shares.

Save as the above, Mr. Wang is not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

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 RMB274,695 (i.e. HK\$346,662 equivalent in total) from the Group during the year ended 31 December 2014 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.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

2. MR. SUEN MAN SIMON, EXECUTIVE DIRECTOR

Mr. Suen, aged 43, has over 20 years of experience in investment and media related industry. Mr. Suen was the stock investment section editor of Hong Kong Daily News from 1994 to 2007. Mr. Suen is an executive director of a fund management company in Shenzhen since 2008. Mr. Suen graduated from Hong Kong Polytechnic with a diploma in social work in 1993 and obtained his Master of Business Administration degree in Paramount University of Technology of the United States of America in 2006. Mr. Suen joined the Group on 23 May 2014.

Save as disclosed above, Mr. Suen 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. Suen is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Suen has not entered into any service contract with the Company. The appointment of Mr. Suen 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. Suen received director's remuneration of HK\$70,000 from the Group during the year ended 31 December 2014 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. Suen 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. Suen's re-election.

3. MR. ZHOU HONGTAO, EXECUTIVE DIRECTOR

Mr. Zhou, aged 37, has over 10 years of experience in investment and media related industry. Mr. Zhou is currently the managing director of Shanghai Hang Chen Hang Place The Industry Co, Ltd in the People's Republic of China, a real estate investment company in Shanghai. Mr. Zhou was the senior investment manager in Founder Group, Beijing, specialized in information technology and media related investment. Mr. Zhou obtained a Bachelor degree of Chemical Engineering and Technology from the Dalian University of Technology in 2000 and a Master of Business Administration degree from the Beijing Jiaotong University in 2005. Mr. Zhou joined the Group on 23 May 2014.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Zhou 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. Zhou is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Zhou has not entered into any service contract with the Company. The appointment of Mr. Zhou 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. Zhou did not receive any director's remuneration from the Group during the year ended 31 December 2014.

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. Zhou 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. Zhou's re-election.

4. MR. LI LEONG, EXECUTIVE DIRECTOR

Mr. Li Leong, aged 31, has years of experience in financial industry. Mr. Li graduated from the University of Western Ontario in Canada with a Bachelor of Science degree in Mathematics and Statistics in 2006. He also obtained a Master of Science degree in Investment Management from the Hong Kong University of Science and Technology in 2013. Mr. Li joined the Group on 12 February 2015.

Save as disclosed above, Mr. Li 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. Li is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li has not entered into any service contract with the Company. The appointment of Mr. Li 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.

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. Li 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. Li's re-election.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

5. MR. WANG XIANGFEI, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Xiangfei, aged 63, graduated and obtained his bachelor's degree in economics from RENMIN University in China. He taught finance as a full-time associate professor in RENMIN University from August 1982 to July 1983. Mr. Wang has been qualified as a senior accountant in China. Mr. Wang has extensive business connection and rich experience in investment, industrial management, finance, accounting, trading and management of listed companies.

From August 1983 to April 2006, Mr. Wang held several senior positions in China Everbright Holdings Company Limited in Hong Kong and China Everbright Group in China, including as a director and assistant general manager of China Everbright Holdings Company Limited and as executive director of its several listed subsidiaries in Hong Kong, chief executive officer of China Everbright International Ltd. and vice general manager of China Everbright International Trust & Investment Co.. From April 2006 till now, he has been a financial advisor to China Sonangol International Holding Limited and vice chief financial officer of Sonangol Sinopec International Limited.

Mr. Wang had served as an independent non-executive director of Tianjin Capital Environmental Protection Group Co., Ltd. (listed on the Stock Exchange and Shanghai Stock Exchange) from April 2002 to April 2008, Chongqing Iron & Steel Company Limited (listed on the Stock Exchange and Shanghai Stock Exchange) from April 2003 to April 2009, China CITIC Bank Corporation Ltd. (listed on the Stock Exchange and Shanghai Stock Exchange) from November 2006 to November 2012 and Shandong Chenming Paper Holdings Ltd. (listed on the Stock Exchange, Shanghai Stock Exchange and Shenzhen Stock Exchange) from April 2010 to April 2013.

From March 2008 till now, Mr. Wang has been serving as an executive director of Nan Nan Resources Enterprise Limited (listed on the Stock Exchange). He also serves as an independent non-executive director of China Development Bank International Investment Ltd. (listed on the Stock Exchange) since March 2012. In addition, Mr. Wang served as an independent non-executive director of Shenzhen Rural Commercial Bank Corporation Limited from March 2009 to March 2012 and has been an external supervisor ever since.

Mr. Wang was appointed as an independent non-executive Director of the Company in June 2003.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT ANNUAL GENERAL MEETING

Save as disclosed above, 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 not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 HK\$72,000 from the Group during the year ended 31 December 2014 which was determined by reference to his duties and responsibilities to the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 8 April 2015 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Wang that need to be brought to the attention of the Shareholders, and 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.

6. MR. ZHANG KE, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhang, aged 61, has many years of experience in accounting, supervision of internal control and auditing. Mr. Zhang holds a Bachelor degree in Economics from Renmin University of China. Mr. Zhang is a certified public accountant of the Chinese Institute of Certified Public Accountants and is also a certified accountant with qualification in securities dealing in China. Mr. Zhang is the Chairman and the Chief Partner of ShineWing Certified Public Accountants; Vice President of Chinese Institute of Certified Public Accountants; Vice President of Beijing Association of Forensic Science; a member of CPA examination committee of the Ministry of Finance; director of China Mergers and Acquisitions Association; and was the Departmental Manager of China International Economic Consultants Inc. of CITIC Group; the Deputy Managing Director of CITIC Certified Public Accountants; Deputy Managing Partner of Coopers & Lybrand CIEC; a partner of Coopers & Lybrand International; Managing Partner of Coopers & Lybrand CIEC, Vice Executive Director of Coopers & Lybrand, China. Mr. Zhang was elected one of the Outstanding Accounting Professionals in the nationwide by the PRC Ministry of Finance in 2005; was named in the "Global Accounting Power 50" list published by a global accounting magazine, the International Accounting Bulletin; was granted in 2014 the title of "Excellent Builders of the Socialism with Chinese Characteristics" by five departments, including the United Front Work Department of CPC Central Committee. Mr. Zhang has been serving as an independent non-executive director of HC International Inc. (listed on the Stock Exchange) since 2003. He had served as an independent non-executive director of China Coal Energy Company Limited (listed on the Stock Exchange) from 2007 to 2013. Mr. Zhang has been appointed as an independent non-executive Director of the Company since February 2007.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR
RE-ELECTION AT ANNUAL GENERAL MEETING**

Save as disclosed above, 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 not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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 received director's remuneration of HK\$60,000 from the Group during the year ended 31 December 2014 which was determined by reference to his duties and responsibilities to the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 8 April 2015 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Zhang that need to be brought to the attention of the Shareholders, and 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.

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 806, 8/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Monday, 11 May 2015 at 10:00 a.m. for the following purposes:

1. To approve and consider the audited consolidated financial statements and report of the directors (the “Directors”) and report of the independent auditor of the Company (the “Auditor”) for the year ended 31 December 2014.
2.
 - (a) To re-elect Mr. Wang Boming as an executive Director;
 - (b) To re-elect Mr. Suen Man Simon as an executive Director;
 - (c) To re-elect Mr. Zhou Hongtao as an executive Director;
 - (d) To re-elect Mr. Li Leong as an executive Director; and
 - (e) To re-elect Mr. Zhang Ke as an independent non-executive Director.
3. To re-elect, approve and confirm the continuous appointment of Mr. Wang Xiangfei (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company.
4. To authorize the board of Directors to fix the Directors’ remuneration.
5. To re-appoint the Auditor and to authorize the board of Directors to fix the remuneration of the Auditor.

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

6. **“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;
 - (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;

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- (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 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).”

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7. **“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 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.”

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8. “**THAT** conditional upon Resolution 6 and Resolution 7 as set out in this notice of annual general meeting dated 8 April 2015 (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 7 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 7 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 6 as set out in the AGM Notice.”

By Order of the Board of
SEEC Media Group Limited
Zhang Zhifang
Executive Director

Hong Kong, 8 April 2015

Principal place of business in Hong Kong

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

As at the date of this AGM Notice, the executive Directors of the Company are Mr. Wang Boming, 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. Wang Xiangfei, Mr. Zhang Ke and Mr. Ding Yu Cheng.

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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 Level 22, Hopewell Centre, 183 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 7 above is set out in Appendix I to the circular of the Company dated 8 April 2015 of which this AGM Notice forms part.
6. With respect to Resolution 2 and 3 of this AGM Notice, Mr. Wang Boming, Mr. Suen Man Simon, Mr. Zhou Hongtao, Mr. Li Leong, Mr. Wang Xiangfei and Mr. Zhang Ke shall retire from the office of directorship and shall offer themselves for re-election at the AGM 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 8 April 2015.