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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 Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 28 April 2020 at 11:00 a.m. for considering and if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, conditional upon (i) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) to effect the Capital Reduction (as defined below) and; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the New Shares (as defined below) in issue, with effect from the second business day immediately following the date of passing this resolution or the above conditions are fulfilled (whichever is the later) (the “**Effective Date**”):

- (a) every twenty (20) issued and unissued share of the Company of par value of HK\$0.10 (the “**Existing Shares**”) each in the share capital of the Company will be consolidated into one (1) consolidated share of par value of HK\$2.00 each (the “**Consolidated Share**”) in share capital of the Company (the “**Share Consolidation**”);
- (b) immediately upon the Share Consolidation becoming effective, (i) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation; and (ii) the par value of each of the then issued Consolidated Shares will be reduced from HK\$2.00 to HK\$0.01 (the “**New Shares**” and each a “**New Share**”) by cancelling the paid up capital of the Company to the extent of HK\$1.99 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$2.00 each will be sub-divided into two hundred (200) New Shares of par value of HK\$0.01 each (the “**Share Sub-division**”, together with the Share Consolidation and Capital Reduction, shall comprise the “**Capital Reorganisation**”);

- (d) all New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other;
- (e) the credits arising from the Capital Reduction will be applied towards setting off the accumulated losses of the Company as at the Effective Date, the excess of which (if any) will be credited to the contributed surplus account of the Company within the meaning of the Companies Act (the “**Contributed Surplus Account**”) and the board of directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) any one of the Directors be and is hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient to complete, implement and give effect to any and all the arrangements in relation to the Capital Reorganisation and (where applicable) to aggregate all fractional New Shares and sell them for the benefits of the Company.”

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

Hong Kong, 9 April 2020

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office in Hong Kong:
Room 1408, 14/F.,
Wing On Kowloon Centre,
345 Nathan Road,
Kowloon

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Sunday, 26 April 2020. If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a certified copy) must be delivered to the branch share registrar and transfer office of the Company in Hong Kong with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. 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. In such event, the instrument appointing a proxy previously submitted will be deemed to be revoked.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from Thursday, 23 April 2020 to Tuesday, 28 April 2020 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the SGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by no later than 4:30 p.m. on Wednesday, 22 April 2020.
5. The votes to be taken at the meeting for the resolution will be by way of a poll.
6. As at the date of this notice, the executive Directors of the Company are Mr. Li Leong, Mr. Li Xi, Mr. Li Zhen, Mr. Zhang Zhifang and Mr. Zhou Hongtao; and the independent non-executive Directors are Mr. Law Chi Hung, Mr. Leung Tat Yin and Mr. Wong Ching Cheung.