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**SEEC MEDIA GROUP LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 205)**

**(I) SUPPLEMENTAL UNDERWRITING AGREEMENT,  
CHANGE IN TERMS OF THE PROPOSED OPEN OFFER;  
(II) PROPOSED INCREASE IN  
AUTHORISED SHARE CAPITAL; AND  
(III) REVISION OF EXPECTED TIMETABLE**

**Financial adviser to the Company**

**Opus** | Capital Limited  
創富融資有限公司

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**

***Hercules***

**Hercules Capital Limited**

**Underwriter of the Open Offer**



**BLACK MARBLE**

**Black Marble Securities Limited**

## **SUPPLEMENTAL UNDERWRITING AGREEMENT, CHANGE IN TERMS OF THE PROPOSED ORIGINAL OPEN OFFER**

Reference is made to the Initial Announcement. As disclosed in the Initial Announcement, the Company proposes to raise funds by way of the Original Open Offer. The Original Open Offer is fully underwritten by the Underwriter on the terms and conditions set out in the Underwriting Agreement.

The Board is pleased to announce that, on 9 September 2015 (after trading hours), the Company and the Underwriter entered into the Supplemental Underwriting Agreement to: (i) revise the basis of the Open Offer to five (5) Offer Shares for every one (1) New Share held on the Record Date (as if the Change of Domicile and the Capital Reorganisation stated in the September Announcement becoming effective); (ii) revise the number of Offer Shares to not less than 5,311,287,930 New Shares and not more than 5,320,787,930 New Shares (as if the Change of Domicile and the Capital Reorganisation stated in the September Announcement becoming effective); (iii) specify the relevant dates of events for the Open Offer; and (iv) revise the conditions of the Open Offer. Save as disclosed above, all other terms of the Underwriting Agreement shall remain unchanged and in full force and effect.

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Shares, of which 2,124,515,172 Shares have been allotted and issued as fully-paid or credited as fully-paid. In order to facilitate the proposed Open Offer, to accommodate the future expansion and growth of the Group and to provide the Company with greater flexibility for future expansion in the share capital of the Company, the Directors propose that upon the Change of Domicile and the Capital Reorganisation becoming effective, the authorised share capital of the Company will be increased from HK\$300,000,000 divided into 3,000,000,000 New Shares to HK\$1,000,000,000 divided into 10,000,000,000 New Shares by the creation of 7,000,000,000 additional New Shares, which will, upon issue and being fully-paid, rank *pari passu* in all respects with the New Shares in issue.

## **POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS**

As a result of the Open Offer, it is expected that the exercise prices, and/or the number of Shares, of the outstanding Share Options will be adjusted in accordance with the terms and conditions of the Share Option Scheme of the Company. The Company will engage the Company's auditors to review and determine the relevant adjustments and make further announcements on the appropriate adjustments and the date they are expected to take effect in due course.

## **CHANGE OF DOMICILE, AMENDMENT TO ARTICLES, CANCELLATION OF SHARE PREMIUM ACCOUNT, ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS AND CAPITAL REORGANISATION**

As disclosed in the September Announcement, the Change of Domicile is not conditional upon the Capital Reorganisation becoming effective. However, the Capital Reorganisation is conditional upon the Change of Domicile becoming effective.

The Open Offer and the Increase in Authorised Share Capital will be conditional upon the Change of Domicile and the Capital Reorganisation becoming effective. This means that if the Change of Domicile and Capital Reorganisation do not become effective, the Open Offer and the Increase in Authorised Share Capital will not proceed. Details of the effective date and time of the Open Offer are set out in the section headed "Conditions of the Open Offer".

## **CHANGE IN BOARD LOT SIZE**

As announced in the September Announcement, upon the Capital Reorganisation becoming effective, the board lot size for trading of the New Shares will be changed from 2,000 to 20,000. Accordingly, the proposed Original Change in Board Lot Size announced in the Initial Announcement will no longer proceed.

## **EXPECTED TIMETABLE**

The Company wishes to draw the attention of the Shareholders and potential investors to the expected timetable for the Open Offer and the Increase in Authorised Share Capital.

In order to accommodate the Change in Domicile and Capital Reorganisation, the Company wishes to draw the attention of the Shareholders and potential investors of the Company that the despatched date of the Prospectus Document is postponed from 29 September 2015 to 27 November 2015.

## **GENERAL**

As the Open Offer will increase the issued share capital of the Company by more than 50%, the Open Offer is subject to, among other things, the approval by the Independent Shareholders at the SGM. An Independent Board Committee of the Company comprising all the independent non-executive Directors has been established to make recommendation to the Independent Shareholders in respect of the Open Offer. An Independent Financial Adviser has been appointed to advise the Independent Board Committee of the Company and the Independent Shareholders in this regard.

Since the Open Offer will increase the issued share capital of the Company by more than 50%, in accordance with Rule 7.24(5) of the Listing Rules, the Open Offer must be made conditional on, amongst other things, the approval by the independent shareholders at which any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting on the resolution(s) relating to the Open Offer and transactions contemplated thereunder. As at the date of this announcement, the Company does not have any controlling Shareholders as defined under the Listing Rules. Therefore, Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong (being the executive Directors) and their respective associates shall abstain from voting on the resolution(s) in relation to the Open Offer and the transactions contemplated thereunder at the SGM.

The Circular containing, among other things: (i) details of the Open Offer; (ii) details of the Increase in Authorised Share Capital; (iii) the recommendation from the Independent Board Committee of the Company; (iv) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect to the Open Offer; and (v) a notice convening the SGM, will be despatched to the Shareholders on or before Wednesday, 28 October 2015 as more time is required to prepare the Circular.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES**

**Shareholders and potential investors should note that the Open Offer is conditional upon the satisfaction of the conditions set out in the sub-section headed “Conditions of the Open Offer” in this announcement. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealings in the Shares, and if they are in doubt about their position, they should consult their professional advisers.**

## **SUPPLEMENTAL UNDERWRITING AGREEMENT, CHANGE IN TERMS OF THE PROPOSED ORIGINAL OPEN OFFER**

The Board is pleased to announce that, on 9 September 2015 (after trading hours), the Company and the Underwriter entered into a Supplemental Underwriting Agreement to: (i) revise the basis of the Open Offer to five (5) Offer Shares for every one (1) New Share held on the Record Date (as if the Change of Domicile and the Capital Reorganisation stated in the September Announcement becoming effective); (ii) revise the number of Offer Shares to not less than 5,311,287,930 New Shares and not more than 5,320,787,930 New Shares (as if the Change of Domicile and the Capital Reorganisation stated in the September Announcement becoming effective); (iii) revise the basis of the Open Offer; (iv) specify the relevant dates of events for the Open Offer; and (v) revise the conditions of the Open Offer. Save as disclosed above, all other terms of the Underwriting Agreement shall remain unchanged and in full force and effect.

### **Open Offer Statistics**

Basis of the Open Offer	:	Five (5) Offer Shares for every one (1) New Share held on the Record Date
Subscription Price	:	HK\$0.10 per Offer Share
Number of Shares issue as at the date of this announcement	:	2,124,515,172

- Number of New Shares in issue immediately upon the Capital Reorganisation having become effective : 1,062,257,586 New Shares (assuming no outstanding Share Options being exercised and no Shares being repurchased by the Company between the date of this announcement and the date on which the Capital Reorganisation becomes effective);
- 1,064,157,586 New Shares (assuming the outstanding Share Options being exercised in full between the date of this announcement and the date on which the Capital Reorganisation becomes effective)
- Number of Offer Shares : 5,311,287,930 Offer Shares (assuming no outstanding Share Options being exercised and no Shares being repurchased by the Company on or before the Record Date);
- 5,320,787,930 Offer Shares (assuming the outstanding Share Options being exercised in full on or before the Record Date)
- Number of Offer Shares underwritten by the Underwriter : Not less than 5,311,287,930 Offer Shares (assuming no outstanding Share Options being exercised and no Shares being repurchased by the Company on or before the Record Date) and not more than 5,320,787,930 Offer Shares (assuming the outstanding Share Options being exercised in full on or before the Record Date)
- Number of enlarged New Shares in issue upon completion of the Open Offer : Not less than 6,373,545,516 New Shares (assuming no outstanding Share Options being exercised and no Shares being repurchased by the Company on or before the Record Date) and not more than 6,384,945,516 New Shares (assuming the outstanding Share Options being exercised in full on or before the Record Date)

## **The Offer Shares**

Assuming no outstanding Share Options being exercised and no Shares being repurchased by the Company on or before the Record Date, the 5,311,287,930 Offer Shares proposed to be allotted and issued represents approximately 500% of the number of New Shares immediately upon Capital Reorganisation becoming effective (based on the Company's issued share capital as at the date of this announcement) and approximately 83.33% of the Company's issued share capital of 6,373,545,516 New Shares as enlarged by the allotment and issue of 5,311,287,930 Offer Shares immediately after completion of the Open Offer. The aggregate nominal value of the Offer Shares will be HK\$531,128,739.

Assuming all outstanding Share Options being exercised in full on or before the Record Date, the 5,320,787,930 Offer Shares proposed to be allotted and issued represents approximately 500.89% of the number of New Shares immediately upon Capital Reorganisation becoming effective (based on the Company's issued share capital as at the date of this announcement) and approximately 83.33% of the Company's issued share capital of 6,384,945,516 New Shares as enlarged by the allotment and issue of 5,320,787,930 Offer Shares immediately after completion of the Open Offer. The aggregate nominal value of the Offer Shares will be HK\$532,078,793.

## **Subscription Price**

The Subscription Price is HK\$0.10 per Offer Share, payable in full on acceptance. The Subscription Price represents:

- (1) a discount of approximately 67.95% to the adjusted closing price of HK\$0.312 per New Share (calculated based on the closing price of HK\$0.156 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Capital Reorganisation);
- (2) a discount of approximately 64.03% to the adjusted average closing price of approximately HK\$0.278 per Share (calculated based on the average closing price of approximately HK\$0.139 as quoted on the Stock Exchange for the five consecutive trading days up to and including the day immediately preceding the date of the Supplemental Underwriting Agreement and adjusted for the effect of the Capital Reorganisation); and

- (3) a discount of approximately 25.93% to the theoretical ex-entitlement price of approximately HK\$0.135 per Share after the Open Offer (calculated based on the closing price of HK\$0.156 per Share as quoted on the Stock Exchange on the date of the Supplemental Underwriting Agreement and adjusted for the effect of the Capital Reorganisation).

The Subscription Price and the subscription ratio were arrived after arm's length negotiations between the Company and the Underwriter, taking into account the capital needs and financial position of the Group, the market price of the Shares and the prevailing market conditions.

### **Conditions of the Open Offer**

The Open Offer is conditional upon:

- (i) the Change of Domicile and the Capital Reorganisation having become effective;
- (ii) the passing by the Independent Shareholders at the SGM of the ordinary resolution(s) to approve the Open Offer;
- (iii) the passing by the Shareholders at the SGM of the ordinary resolution to approve the Increase in Authorised Share Capital;
- (iv) the delivery to the Stock Exchange for authorisation and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly certified by all Directors (or by their agents duly authorised in writing) as having been approved by a resolution of the board of Directors (and with all other documents required to be attached thereto under the Companies Ordinance) not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies Ordinance;
- (v) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and the Overseas Letter to the Excluded Shareholders, if any, for "Information Purpose Only" explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the Prospectus Posting Date;

- (vi) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked, the listing of, and permission to deal in, the Offer Shares, before 9:00 a.m. on Tuesday, 22 December 2015, being the expected date of commencement of dealings in the Offer Shares (or such other date as may be agreed between the Company and the Underwriter), and such listing and permission not being revoked prior to the Latest Time for Termination;
- (vii) compliance by the Company with all of its undertakings and obligations under the Underwriting Agreement and the Supplemental Underwriting Agreement; and
- (viii) the obligations of the Underwriter under the Underwriting Agreement and the Supplemental Underwriting Agreement not being terminated by the Underwriter in accordance with the terms of the Underwriting Agreement and the Supplemental Underwriting Agreement.

The Company shall use all reasonable endeavours to procure the fulfilment of the abovementioned conditions (except for condition (vii) above) and in particular shall furnish such information, supply such documents, pay such fees, give such undertakings and do all such acts and things as may be necessary in connection with the terms of the Underwriting Agreement and the Supplemental Underwriting Agreement.

If the conditions are not satisfied on or before the Latest Time for Termination, the Underwriting Agreement and the Supplemental Underwriting Agreement shall terminate and no party will have any claim against any other party for costs, damages, and compensation or otherwise save for any rights or obligations under any provisions of the Underwriting Agreement prior to such termination.

## **REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS**

With the current volatile market conditions, the terms of the Original Open Offer as announced in the Initial Announcement is, in the opinion of the Board, no longer attractive for the Shareholders to subscribe. Accordingly, the proposed Capital Reorganisation is aimed to improve the attractiveness of the Open Offer to entice the subscription by the Shareholders, such that their shareholding will not be diluted by non-subscription, with an increased discount as represented by the Subscription Price to the prevailing market Share prices. Nevertheless, as disclosed in the September Announcement on the rationale of the Company to undertake the Change of Domicile, the Capital Reorganisation undertaken in the Cayman Islands will require the sanction by the Grand Court of the Cayman Islands, which

sanction cannot be obtained in a commercially expedient time frame. Therefore, the Change of Domicile is expected to become effective prior to the Capital Reorganisation. The Open Offer, in turn, will only be effective upon the Change of Domicile and the Capital Reorganisation becoming effective. This means that if the Change of Domicile and Capital Reorganisation do not become effective, the Open Offer and the Increase in Authorised Share Capital will not proceed.

For illustrative purposes, the discounts represented by the Subscription Price based on the Original Open Offer and the Open Offer are calculated as follows:

	<b>Original Open Offer</b>	<b>Open Offer</b>
Subscription Price per Offer Share	HK\$0.10	HK\$0.10
Closing price/Adjusted closing price per Share as quoted on the Stock Exchange on the Last Trading Day	HK\$0.156	HK\$0.312
Discount to the closing price/adjusted closing price per Share on the Last Trading Day	35.90%	67.95%
Average closing price/Adjusted closing price per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day	HK\$0.139	HK\$0.278
Discount to the average closing price/adjusted closing price per Share for the last five consecutive trading days immediately prior to and including the Last Trading Day	28.06%	64.03%
Theoretical ex-entitlement price per Share based on the closing price/adjusted closing price per Share as quoted on the Stock Exchange on the Last Trading Day	HK\$0.109	HK\$0.135
Discount to the theoretical ex-entitlement price per Share based on the closing price/adjusted closing price per Share as quoted on the Stock Exchange on the Last Trading Day	8.26%	25.93%

*Notes:*

- 1) The figures shown in the table is for illustrative purposes only.
- 2) Adjusted closing price has been adjusted for the effect of the Capital Reorganisation.

The principal activity of the Company is investment holding and the Group is principally engaged in the provision of advertising agency services, distribution of books and magazines in the PRC and securities trading in Hong Kong. It is the corporate strategy of the Group to strengthen its existing businesses while concurrently identifying and capitalising on new opportunities to achieve financial growth for the Group and to maximise Shareholders' value.

The gross proceeds of the Open Offer will be approximately HK\$531.13 million, before expenses, assuming no outstanding Share Options being exercised on or before the Record Date. The estimated net proceeds of the Open Offer will be approximately HK\$519 million. The net price per Offer Share after deducting the relating expenses of Open Offer will be approximately HK\$0.098.

The Company intends to apply:

- (i) approximately HK\$365 million for the set-up and operation of a company licensed under the SFO to conduct Type 1 (dealing in securities) regulated activities under the SFO;
- (ii) approximately HK\$30 million for the set-up and operation of companies licensed under the SFO to conduct Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO;

- (iii) approximately HK\$72 million for the operation and development of the e-commerce platform; and
- (iv) approximately HK\$52 million for the possible acquisition of a company engaged in the development and operation of e-commerce platform pursuant to a signed memorandum of understanding as stated in the announcement of the Company dated 10 August 2015.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company before and after the completion of the Open Offer:

Scenario 1:

Assuming no outstanding Share Options being exercised on or before the Record Date:

	As at the date of this announcement		Immediately after the Capital Reorganisation but before completion of the Open Offer		Immediately after completion of the Open Offer			
					Assuming all the Offer Shares are subscribed for by the Qualifying Shareholders		Assuming none of the Offer Shares are subscribed for by the Qualifying Shareholders	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
<b>Directors</b>								
Mr. Dai Xiaojing	2,500,000	0.12%	1,250,000	0.12%	7,500,000	0.12%	1,250,000	0.02%
Mr. Wang Boming	1,500,000	0.07%	750,000	0.07%	4,500,000	0.07%	750,000	0.01%
Mr. Zhang Zhifang	1,500,000	0.07%	750,000	0.07%	4,500,000	0.07%	750,000	0.01%
Underwriter	-	-	-	-	-	-	5,311,287,930	83.33%
Public Shareholders	2,119,015,172	99.74%	1,059,507,586	99.74%	6,357,045,516	99.74%	1,059,507,586	16.62%
	<u>2,124,515,172</u>	<u>100.00%</u>	<u>1,062,257,586</u>	<u>100.00%</u>	<u>6,373,545,516</u>	<u>100.00%</u>	<u>6,373,545,516</u>	<u>100.00%</u>

## Scenario 2:

Assuming the outstanding Share Options being exercised in full on or before the Record Date:

	Immediately after completion of the Open Offer									
	As at the date of this announcement		Immediately after the Capital Reorganisation but before completion of the Open Offer		Immediately after all the outstanding Share Options are exercised but before the completion of the Open Offer		Assuming all the Offer Shares are subscribed for by the Qualifying Shareholders		Assuming none of the Offer Shares are subscribed for by the Qualifying Shareholders	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
<b>Directors</b>										
Mr. Dai Xiaojing	2,500,000	0.12%	1,250,000	0.12%	1,250,000	0.12%	7,500,000	0.12%	1,250,000	0.02%
Mr. Wang Boming	1,500,000	0.07%	750,000	0.07%	750,000	0.07%	4,500,000	0.07%	750,000	0.01%
Mr. Zhang Zhifang	1,500,000	0.07%	750,000	0.07%	750,000	0.07%	4,500,000	0.07%	750,000	0.01%
Underwriter	-	-	-	-	-	-	-	-	5,320,787,930	83.33%
Public Shareholders	2,119,015,172	99.74%	1,059,507,586	99.74%	1,061,407,586	99.74%	6,368,445,516	99.74%	1,061,407,586	16.62%
	<u>2,124,515,172</u>	<u>100.00%</u>	<u>1,062,257,586</u>	<u>100.00%</u>	<u>1,064,157,586</u>	<u>100.00%</u>	<u>6,384,945,516</u>	<u>100.00%</u>	<u>6,384,945,516</u>	<u>100.00%</u>

As at the date of this announcement, the existing public Shareholders hold as to approximately 99.74% of the entire issued share capital of the Company. Upon completion of the Open Offer (assuming none of the Offer Shares are subscribed for by the Qualifying Shareholders), the existing public Shareholders hold as to 16.62% of the entire enlarged issued share capital of the Company.

Qualifying Shareholders who do not take up the Offer Shares to which they are entitled and the Excluded Shareholders should note that their shareholdings in the Company will be diluted upon completion of the Open Offer. The possible maximum dilution to shareholdings of those Qualifying Shareholders who do not subscribe to the Open Offer is approximately 83.34%.

As discussed with the Underwriter, in the event that there is insufficient public float of the Company within the meaning of the Listing Rules immediately upon completion of the Open Offer solely because of the Underwriter's performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 8.08 of the Listing Rules. The Underwriter will use its best endeavours to ensure that the subscribers and/or sub-underwriters are: (i) Independent Third Parties, and (ii) will not hold 10% or more of the equity interest and voting rights in the Company upon completion of the Open Offer. The Underwriter will also ensure that at least 25% of the total issued capital of the Company is held by the public at all times such that the public float requirements under Rules 8.08 of the Listing Rules will be complied with by the Company.

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Existing Shares, of which 2,124,515,172 Existing Shares have been allotted and issued as fully-paid or credited as fully-paid. In order to facilitate the proposed Open Offer, to accommodate the future expansion and growth of the Group and to provide the Company with greater flexibility for future expansion in the share capital of the Company, the Directors propose that upon the Change of Domicile and the Capital Reorganisation becoming effective, the authorised share capital of the Company will be increased from HK\$300,000,000 divided into 3,000,000,000 New Shares to HK\$1,000,000,000 divided into 10,000,000,000 New Shares by the creation of 7,000,000,000 additional New Shares, which will, upon issue and being fully-paid, rank *pari passu* in all respects with the Shares in issue.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the SGM.

## **POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS**

As a result of the Open Offer, it is expected that the exercise prices, and/or the number of Shares, of the outstanding Share Options will be adjusted in accordance with the terms and conditions of the Share Option Scheme of the Company. The Company will engage the Company's auditors to review and determine the relevant adjustments and make further announcements on the appropriate adjustments and the date they are expected to take effect in due course.

## EXPECTED TIMETABLE

### Event

**Hong Kong Time**  
*(unless otherwise stated)*

***The following events are in relation to the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisaton as announced in the September Announcement:***

Expected date of despatch of the Change of Domicile Circular and the notice of the EGM . . . . .	Friday, 18 September 2015
Latest time for lodging proxy form for the EGM . . . . .	11:00 a.m. Saturday, 10 October 2015
Date and time of the EGM . . . . .	11:00 a.m. Monday, 12 October 2015
Announcement of results of the EGM . . . . .	Monday, 12 October 2015
Expected effective date of the Cancellation of Share Premium Account ( <i>Note</i> ) . . . . .	Monday, 12 October 2015
Expected effective date of the Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws . . . . .	Monday, 26 October 2015 (Bermuda Time)
Expected effective date of the Capital Reorganisation . . . . .	Monday, 16 November 2015

**Event****Hong Kong Time**  
*(unless otherwise stated)****The following events are in relation to the Open Offer and the Increase in Authorised Share Capital:***

Expected date of despatch of the Circular and the notice of the SGM .....	Wednesday, 28 October 2015
Latest time for lodging proxy form for the SGM .....	11:00 a.m. on Wednesday, 11 November 2015
Date and time of the SGM .....	11:00 a.m. on Friday, 13 November 2015
Announcement of results of the SGM .....	Friday, 13 November 2015
Last day of dealing in Shares on a cum-entitlement basis .....	Monday, 16 November 2015
First day of dealing in Shares on an ex-entitlement basis .....	Tuesday, 17 November 2015
Latest time for lodging transfer of Shares in order to be qualified for the Open Offer .....	4:30 p.m. on Wednesday, 18 November 2015
Register of members closes (both dates inclusive) .....	Thursday, 19 November 2015 to Wednesday, 25 November 2015
Record Date .....	Wednesday, 25 November 2015

**Event****Hong Kong Time**  
*(unless otherwise stated)*

Register of members re-opens . . . . . Thursday, 26 November 2015

Despatch of the Prospectus Documents . . . . . Friday, 27 November 2015

Latest time for acceptance of and payment  
for the Offer Shares . . . . . 4:00 p.m. on Friday,  
11 December 2015Latest time for termination of  
the Supplemental Underwriting Agreement . . . . . 4:00 p.m. on Monday,  
14 December 2015

Announcement of the results of the Open Offer . . . . . Friday, 18 December 2015

Despatch of certificates for the Offer Shares . . . . . Monday, 21 December 2015

Despatch of refund cheques  
if the Open Offer is terminated. . . . . Monday, 21 December 2015Expected first day of dealings in the Offer Shares . . . . . 9:00 a.m. on Tuesday,  
22 December 2015Designated broker starts to stand in the market  
to provide matching services for odd lots of Shares . . . . . Tuesday, 22 December 2015Designated broker ceases to stand in the market  
to provide matching services for odd lots of Shares . . . . . Wednesday, 13 January 2016*Note: The Cancellation of Share Premium Account shall become effective upon passing of the relevant special resolution at the EGM.*

All times and dates stated in this announcement refer to Hong Kong local times and dates (unless otherwise stated). Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

## **Effect of bad weather on the Latest Time for Acceptance**

The Latest Time for Acceptance will not take place at 4:00 p.m. on Friday, 11 December 2015 if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning, if such circumstances is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance, the Latest Time for Acceptance will not take place at 4:00 p.m. on the date of the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same day instead; and
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance, the Latest Time for Acceptance will not take place on the date of the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Friday, 11 December 2015, the dates mentioned in the above section headed “Expected timetable” in this announcement may be affected. An announcement will be made by the Company in such event.

## **GENERAL**

A SGM will be convened for the Shareholders to consider and, if thought fit, approve the ordinary resolution(s) in respect of the Open Offer, the Increase in Authorised Share Capital and the transactions contemplated hereunder.

The Circular containing: among other things, (i) details of the Open Offer; (ii) details of the Increase in Authorised Share Capital; (iii) the recommendation from the Independent Board Committee of the Company; (iv) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect to the Open Offer; and (v) a notice convening the SGM, will be despatched to the Shareholders on or before Wednesday, 28 October 2015 as more time is required to prepare the Circular.

## **WARNING OF THE RISK OF DEALINGS IN SHARES**

**Shareholders and potential investors should note that the Open Offer is conditional upon the satisfaction of the conditions set out in the sub-section headed “Conditions of the Open Offer” in this announcement. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealings in the Share, and if they are in doubt about their position, they should consult their professional advisers.**

## **DEFINITIONS**

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

“Adoption of New Memorandum of Continuance and Bye-laws”	the proposed adoption of the New Memorandum of Continuance and the Bye-laws in compliance with the laws of Bermuda to replace, respectively, the Memorandum and the Articles, as announced in the September Announcement
“Amendment to Articles”	the proposed amendment to the Articles by adding a new article to allow the Company to be deregistered in the Cayman Islands and registered by way of continuation in another jurisdiction, as announced in the September Announcement
“Application Form”	the form of application to be used by the Qualifying Shareholders to apply for the Offer Shares in the form agreed by the Company and the Underwriter
“Articles”	the existing articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors

“Bye-laws”	a new set of bye-laws of the Company proposed to be adopted by the Company and to take effect upon continuation of the Company in Bermuda
“Cancellation of Share Premium Account”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company, as announced in the September Announcement
“Capital Reduction”	the proposed reduction of the Company’s issued share capital whereby: (i) the nominal value of all the issued Consolidated Shares shall be reduced from HK\$0.20 each to HK\$0.10 each through a cancellation of the paid-up capital of the Company to the extent of HK\$0.10 on each of the issued Consolidated Share; and (ii) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled, as announced in the September Announcement
“Capital Reorganisation”	the proposed reorganisation of the Company’s issued share capital which comprises: (i) the Share Consolidation; and (ii) the Capital Reduction, as announced in the September Announcement
“Change of Domicile”	the proposed change of domicile of the Company from the Cayman Islands to Bermuda, as announced in the September Announcement
“Change of Domicile Circular”	the circular containing, among other things, further details of the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws, the Capital Reorganisation, the Change in Board Lot Size and a notice convening the EGM to be despatched to the Shareholders

“Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 New Shares upon the Capital Reorganisation becoming effective, as announced in the September Announcement
“Circular”	the circular containing, among other things, further details of the Open Offer, the Increase in Authorised Share Capital and a notice convening the SGM to be despatched to the Shareholders
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended from time to time)
“Company”	SEEC Media Group Limited, a company incorporated in Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“Consolidated Shares”	the ordinary share(s) of HK\$0.20 each in the issued share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reorganisation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and to approve the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws, and the Capital Reorganisaton

“Excluded Shareholder(s)”	the overseas shareholder(s) whose address is/are in a place(s) outside Hong Kong where, the Directors, based on legal opinions provided by legal advisers of the Company, consider it is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Offer Shares to such overseas shareholders
“Existing Share(s)”	the ordinary share(s) of HK\$0.10 each in the existing share capital of the Company immediately before the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 New Shares to HK\$1,000,000,000 divided into 10,000,000,000 New Shares by the creation of 7,000,000,000 additional New Shares, upon the Change of Domicile and the Capital Reorganisation becoming effective
“Independent Board Committee”	comprising all independent non-executive Directors established to advise the Independent Shareholders in respect of the Open Offer
“Independent Financial Adviser”	Hercules Capital Limited, a corporation licensed under the SFO to conduct Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Open Offer

“Independent Shareholder(s)”	any Shareholder(s) other than the controlling Shareholders and their respective associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties not connected with or acting in concert with any Directors, chief executive or Substantial Shareholder(s) or its subsidiaries of the Company and their respective associates
“Initial Announcement”	the announcement issued by the Company on 19 August 2015 in relation to, among other things, the Original Open Offer, Original Change in Board Lot Size and the increase in authorised share capital
“Last Trading Day”	9 September 2015, being the last trading day for the Shares on the date of this announcement and the date of the Supplemental Underwriting Agreement
“Latest Time for Acceptance”	the latest time for acceptance for the Offer Shares at 4:00 p.m., on 11 December 2015 or such other time as may be agreed between the Company and the Underwriter
“Latest Time for Termination”	the latest time for terminating the Underwriting Agreement at 4:00 p.m., on 14 December 2015, being the next business day after the Latest Time for Acceptance or such later time or date as may be agreed between the Company and the Underwriter
“Listing Committee”	the Listing Committee of the Stock Exchange

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“Offer Share(s)”	not less than 5,311,287,930 New Shares and not more than 5,330,287,930 New Shares to be allotted and issued pursuant to the Open Offer
“Open Offer”	the proposed issue by way of open offer to the Qualifying Shareholders on the basis of five (5) Offer Shares for every one (1) New Share held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement, the Supplemental Underwriting Agreement and the Prospectus Documents
“Original Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 Existing Shares, as announced in the Initial Announcement
“Original Open Offer”	the proposed open offer on the basis of three (3) offer shares for every one (1) Existing Share held on the Original Record Date at the subscription price on the terms and subject to the conditions set out in the Underwriting Agreement, as announced in the Initial Announcement
“Original Record Date”	24 September 2015, or such other date as may be agreed between the Company and the Underwriter for determining entitlements to the Original Open Offer

“Overseas Letter”	a letter from the Company to the Excluded Shareholders explaining the circumstances in which the Excluded Shareholders are not permitted to participate in the Open Offer
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“Prospectus”	the document containing details of the Open Offer to be despatched to the Qualifying Shareholders
“Prospectus Documents”	the Prospectus and the Application Form
“Prospectus Posting Date”	27 November 2015 or such later date as may be agreed between the Underwriter and the Company for the despatch of the Prospectus Documents to the Qualifying Shareholders (or the Prospectus only in case of Excluded Shareholder(s))
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	25 November 2015, or such other date as may be agreed between the Company and the Underwriter for determining entitlements to the Open Offer
“Registrar”	Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Hong Kong branch share registrar of the Company
“September Announcement”	the announcement issued by the Company on 9 September 2015 in relation to, amongst other things, the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve the Open Offer, the Increase in Authorised Share Capital and the transactions contemplated hereunder
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Consolidation”	the consolidation of share(s) in the issued share capital of the Company whereby every two (2) Shares of nominal value of HK\$0.10 each will be consolidated into one (1) Consolidated Share of nominal value of HK\$0.20 each, as announced in the September Announcement
“Shareholder(s)”	the holder(s) of the Existing Shares, Consolidated Shares or New Shares, as the case may be
“Share Options”	the share options granted by the Company pursuant to the share option scheme adopted by the Company on 26 August 2002 which entitled the holders to subscribe for New Shares
“Share Option Scheme”	the share option scheme of the Company adopted on 26 August 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.10 per Offer Share
“Substantial Shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules

“Supplemental Underwriting Agreement”	the supplemental underwriting agreement dated • September 2015 entered into between the Company and the Underwriter in relation to revisions made to the Underwriting Agreement relating to the underwriting arrangement in respect of the Open Offer
“Underwriter”	Black Marble Securities Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities) regulated activity under the SFO
“Underwriting Agreement”	the underwriting agreement dated 19 August 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Open Offer
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 9 September 2015

*As at the date of this announcement, the executive Directors are Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong; and the independent non-executive Directors are Mr. Ding Yu Cheng, Mr. Law Chi Hung and Ms. Wensy Ip.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*