
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspects of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **See Corporation Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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漢傳媒集團有限公司*
SEE CORPORATION LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

**(I) PROPOSED RE-ELECTION OF DIRECTOR AND
ELECTION OF DIRECTOR
(II) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at the Boardroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 23 November 2016 at 11:30 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Boardroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 23 November 2016 at 11:30 a.m., or where the context so admits, any adjournment thereof
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the Notice of AGM
“Bye-laws”	the Bye-laws of the Company as may be amended from time to time
“Company”	See Corporation Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the powers of the Company to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number issued Shares as at the date of passing relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	17 October 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange where is in force from time to time
“Notice of AGM”	the notice dated 24 October 2016 convening the AGM set out on pages 12 to 15 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



漢傳媒集團有限公司*
SEE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 491)

Executive Directors:

Mr. Direk Lim (*Chairman*)
Dr. Fan Rongzhang

Independent Non-executive Directors:

Mr. Li Fui Lung, Danny
Mr. Ng Hoi Yue
Ms. Chan Sim Ling, Irene

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Unit A, 2nd Floor
46-48 Morrison Hill Road
Wanchai
Hong Kong

24 October 2016

To the Shareholders,

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to give you the Notice of AGM. This circular also provides you with information regarding resolutions to be proposed at the AGM, in particular, the proposed resolutions to approve: (i) the re-election of a Director who is due to retire by rotation at the AGM and election of a new Director; and (ii) the grant of each of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

* *For identification purpose only*

LETTER FROM THE BOARD

RE-ELECTION/ELECTION OF DIRECTORS

Retirement and re-election of Director(s)

In accordance with Bye-law 87(1) and (2) of the Bye-laws, Mr. Direk Lim and Mr. Li Fui Lung, Danny (“Mr. Danny Li”) shall retire by rotation at the AGM. Mr. Direk Lim, being eligible, offer himself for re-election at the AGM while Mr. Danny Li, who has served as an independent non-executive director (“Independent Non-executive Director”) for almost 15 years, being eligible but does not offer himself for re-election thereof.

Mr. Danny Li confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the AGM.

Details of Mr. Direk Lim are set out in Appendix I of this circular as required to be disclosed under the Listing Rules.

Election of Director

Mr. Ho Tat Kuen (“Mr. Ho”) is nominated to stand for election as an Independent Non-executive Director at the AGM to fill the casual vacancy to be created by the retirement of Mr. Danny Li. The Company has received from Mr. Ho (i) a written confirmation of his willingness to be elected as Director and consent to the publication of his personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of Mr. Ho are set out in Appendix I of this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

During the meeting held on 29 September 2016, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, considered that Mr. Direk Lim continues to contribute to the Group effectively and is committed to his role as Director. Accordingly, as recommended by the Nomination Committee, the Board recommended the Shareholders to vote for the re-election of Mr. Direk Lim as Director at the AGM.

The Nomination Committee has also assessed the independence, qualification, skill and experience of Mr. Ho for his proposed election as Independent Non-executive Director at the AGM. The Nomination Committee nominated, and the Board recommended Mr. Ho to stand for election as Director at the AGM.

Nomination by Shareholders

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company at its principal place of business in Hong Kong at Unit A, 2nd Floor, 46-48 Morrison Hill Road, Wanchai, Hong Kong within the period from Monday, 31 October 2016 to Monday, 7 November 2016, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY BACK SHARES

At the last annual general meeting of the Company held on 12 November 2015, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the aggregate number of Shares then in issue (i.e. a maximum of 368,892,178 Shares) (“Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares then in issue (“Previous Buy-back Mandate”); and
- (iii) extend the general mandate for issuing Shares under the Previous Issue Mandate by an additional amount representing such number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back by the Company pursuant to the above mandate. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

As at the Latest Practicable Date, there were 2,213,340,890 Shares in issue. At the AGM, ordinary resolutions will be proposed to grant the Directors:

- (A) the Issue Mandate to allot, issue and deal with Shares up to an aggregate number of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. of not exceeding 442,668,178 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back Shares up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares which may be bought back under the Buy-back Mandate.

Such resolutions are set out in Resolutions 5, 6 and 7 in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 12 to 15 of this circular. Resolutions in respect of the re-election of Director, election of Director, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment (as the case may be).

In accordance with Rule 13.39(4) of the Listing Rules, all votes of shareholders to be taken at AGM shall be taken by poll.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Director, election of Director, the Issue mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the AGM Notice.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Director Proposed for Re-election and New Candidate Proposed for Election) and Appendix II (Explanatory Statement to the Buy-back Mandate) to this circular.

Yours faithfully,
By order of the Board
See Corporation Limited
Direk Lim
Chairman

The following are the particulars of the persons (as required by the Listing Rules) proposed to be re-elected or elected at the AGM: –

I. PROPOSED FOR RE-ELECTION

Mr. Direk Lim

Executive Director

Mr. Lim, aged 66, joined the Company in July 2014. Mr. Lim is the Chairman of the Board, the Executive Committee, the Nomination Committee and the Corporate Governance Committee as well as a member of the Remuneration Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Lim was an executive director of a Hong Kong listed company, Foundation Group Limited (now known as Success Dragon International Holdings Limited) (Stock Code: 1182) from May 2003 to March 2007. He was an advisor to Thai Prime Minister General Chavalit from 1995 to 1997. Subsequently, he was an advisor to the standing committee on transportation and communication, banking and financial institutions of the senate of Thailand from 2000 to 2006. Mr. Lim holds a Bachelor's Degree in Commerce from Nanyang University of Singapore and has spent his career as a director and advisor to various companies/bodies. Mr. Lim did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Pursuant to the service contract entered into between the Company and Mr. Lim, the Company appointed Mr. Lim as Executive Director of the Company for an initial term of 3 years commencing from 3 July 2014 and shall automatically continue thereafter on a yearly basis until being terminated by either party with written notice. The term of his service is subject to retirement by rotation at least once every 3 years in accordance with the Bye-laws and Listing Rules. Mr. Lim is entitled to receive a Director's fee of HK\$250,000 per annum (which has been increased from HK\$200,000 per annum with effect from 1 July 2016), which was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the duties and responsibilities undertaken by him as an Executive Director of the Company.

Mr. Lim does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he have any interest in the Shares within the meanings of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Lim.

II. PROPOSED FOR ELECTION**Mr. Ho Tat Kuen**

Mr. Ho, aged 42, is nominated to stand for election as an Independent Non-executive Director of the Company at the AGM. Immediately following his successful appointment as Director, he will also be nominated to act as the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Ho has been practising as a Certified Public Accountant in Hong Kong since 2009. He has over 19 years of experience in the accounting profession. Mr. Ho is a member of the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong, and is a Certified Tax Adviser in Hong Kong. He did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Subject to his successful election, Mr. Ho will be appointed as Independent Non-executive Director of the Company for an initial term of 3 years commencing from 23 November 2016 and shall automatically continue thereafter on a yearly basis until being terminated by either party with written notice. The term of his service will be subject to retirement by rotation at least once every 3 years in accordance to the Bye-laws and the Listing Rules. Mr. Ho will be entitled to receive a Director's fee of HK\$180,000 per annum, which was recommended by the Remuneration Committee and determined by the Board with reference to the duties and responsibilities undertaken by him as an Independent Non-executive Director of the Company.

Mr. Ho does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares within the meanings of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed election of Mr. Ho.

This appendix includes an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be presented to Shareholders concerning the Buy-back Mandate proposed to be granted to the Directors.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 2,213,340,890 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed, under the Buy-back Mandate, to buy back a maximum of 221,334,089 Shares (representing 10% of the total number of issued Shares) during the period from the date of AGM up to:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company,

whichever occurs first.

2. REASONS FOR THE BUY-BACK OF SECURITIES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-back 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 its earnings per Share. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACK

Any buy-back will only be funded out of funds which are legally available for the purposes in accordance with the memorandum of association of the Company and Bye-laws and the laws of Bermuda. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2016) in the event that the proposed Buy-Back Mandate, if so approved, were to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
October	0.510	0.415
November	0.450	0.385
December	0.450	0.390
2016		
January	0.405	0.295
February	0.370	0.295
March	0.330	0.270
April	0.320	0.260
May	0.335	0.265
June	0.290	0.241
July	0.275	0.240
August	0.260	0.240
September	0.260	0.239
October (up till and including the Latest Practicable Date)	0.246	0.236

5. BUY BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

6. UNDERTAKING/INTENTION

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda and in accordance with the memorandum of association of the Company and Bye-laws.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

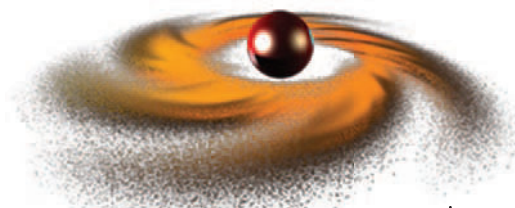
No core connected person (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell any Shares (in issue or to be issued) to the Company nor have they undertaken not to sell any shares held by them to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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 and belief of the Company, Golden Skill Limited ("Golden Skill") (a company owned by Mr. Tse Nicholas) held 350,000,000 Shares in the Company, representing approximately 15.81% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date and there is no alteration to the existing shareholding of Golden Skill, the shareholding of Golden Skill in the Company would be increased to approximately 17.57% of the total number of issued Shares. The Directors consider that such an increase would not give rise to an obligation on the part of Golden Skill and Mr. Tse Nicholas to make a mandatory offer under Rule 26 of the Takeovers Code.

NOTICE OF ANNUAL GENERAL MEETING



漢傳媒集團有限公司*
SEE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 491)

NOTICE IS HEREBY GIVEN that the annual general meeting of See Corporation Limited (the “Company”) will be held at the Boardroom, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 23 November 2016 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 30 June 2016 together with the reports of the directors and independent auditors (“Auditors”) thereon.
2. (A) To re-elect Mr. Direk Lim as director of the Company.

(B) To elect Mr. Ho Tat Kuen as director of the Company.
3. To authorise the board of Directors (the “Board” or Directors”) to fix the Directors’ remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as Auditors and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

5. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined), or the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company or any other securities which are convertible into Shares or an issue of Shares for cash or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-laws of the Company (the “Bye-laws”), shall not exceed 20% of the total number of issued Shares 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:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) 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.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (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 or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy back such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its Shares at a price determined by the Directors;
- (C) the aggregate number of Shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued Shares 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:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions nos. 5 and 6 contained in this notice being passed (with or without amendments), the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to ordinary resolution no. 5 above be and is hereby extended by the addition thereto of up to the aggregate number of Shares which may be bought back by the Company under the authority granted pursuant to and in accordance with ordinary resolution no. 6 above, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing resolution no. 6.”

On behalf of the Board
See Corporation Limited
Hui Wai Man, Shirley
Company Secretary

Hong Kong, 24 October 2016

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

*Head office and Principal Place of
Business in Hong Kong:*
Unit A, 2nd Floor
46-48 Morrison Hill Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on the behalf, and must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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 in respect of the joint holding of such Share.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/see>) to notify shareholders of the date, time and place of the rescheduled meeting.