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**SEEC MEDIA GROUP LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 205)**

**CAPITAL REORGANISATION BECOMING EFFECTIVE;  
CHANGE IN BOARD LOT SIZE; AND  
ADJUSTMENTS TO THE SHARE OPTIONS**

The Board is pleased to announce that:

- (a) all conditions precedent to the Capital Reorganisation had been fulfilled and according to the resolution numbered 4 as set out in the notice of the EGM dated 18 September 2015, the Capital Reorganisation shall become effective from 9:00 a.m. on Monday, 16 November 2015, being the 20th day (if it is not a business day in Hong Kong, the immediately following business day in Hong Kong) after the effective date of the Change of Domicile in Hong Kong time;
- (b) 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; and
- (c) as a result of the Capital Reorganisation, adjustments will be made to the terms of the Outstanding Options with effect from Monday, 16 November 2015.

Reference is made to (i) the circular of SEEC Media Group Limited (the “**Company**”) dated 18 September 2015 in respect of, among others, 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 and the Change in Board Lot Size (the “**Circular**”); and (ii) the poll results announcement of the Company dated 12 October 2015. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## **EFFECTIVE DATE OF THE CAPITAL REORGANISATION**

All conditions precedent to the Capital Reorganisation had been fulfilled and according to the resolution numbered 4 as set out in the notice of the EGM dated 18 September 2015, the Capital Reorganisation shall become effective from 9:00 a.m. on Monday, 16 November 2015, being the 20th day (if it is not a business day in Hong Kong, the immediately following business day in Hong Kong) after the effective date of the Change of Domicile in Hong Kong time.

## **TRADING ARRANGEMENT AND FREE EXCHANGE OF SHARE CERTIFICATES**

Shareholders and potential investors should refer to the timetable as set out in the Circular for the dates relating to the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation.

Upon the Capital Reorganisation becoming effective, the Shareholders may, on or after Monday, 16 November 2015, until Tuesday, 22 December 2015 (both days inclusive) submit existing certificates (in red) for the Existing Shares to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange, at the expense of the Company, for new certificates (in green) for the New Shares. All existing certificates of the Existing Shares will continue to be good evidence of entitlement to such Existing Shares and be valid for delivery, transfer and settlement purpose up to 4:00 p.m. on Friday, 18 December 2015, being the latest time and date for trading in board lots of 1,000 New Shares in the form of existing certificates. Nevertheless, they will not be acceptable for trading, settlement and registration purpose after the Capital Reorganisation becomes effective.

Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:00 p.m. on Tuesday, 22 December 2015, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

## CHANGE IN BOARD LOT SIZE

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.

## ADJUSTMENTS TO THE SHARE OPTIONS

Immediately upon the Capital Reorganisation becoming effective from 9:00 a.m. on 16 November 2015 and pursuant to (i) the terms of the share option scheme of the Company adopted on 26 August 2002 (the “**Share Option Scheme**”); and (ii) Chapter 17 of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules, the exercise price of the outstanding share options of the Company (the “**Outstanding Options**”) granted by the Company and the total number of New Shares comprised in the Outstanding Options which may be allotted and issued upon exercise of all such Outstanding Options thereunder will be adjusted in the following manner:

| Date of grant | Exercise period             | Immediately before the Capital Reorganisation becoming effective |   | Immediately after the Capital Reorganisation becoming effective |   |
|---------------|-----------------------------|--|---|---|---|
|               |                             | Number of Existing Shares comprised in the Outstanding Options   | Exercise price per Existing Share<br>(HK\$) | Number of New Shares comprised in the Outstanding Options       | Adjusted exercise price per New Share<br>(HK\$) |
| 29/10/2008    | 29/10/2011 to<br>28/10/2016 | 1,700,000  | 0.268                                       | 850,000   | 0.536   |
| 16/12/2009    | 16/12/2012 to<br>15/12/2017 | 2,100,000  | 0.247                                       | 1,050,000   | 0.494   |

Save for the above adjustments, all other terms and conditions of the Outstanding Options will remain unchanged.

Certain agreed upon procedures on the aforesaid adjustments in relation to the Outstanding Options have been performed by the auditors of the Company and the aforesaid adjustments will take effect on 16 November 2015, being the effective date of the Capital Reorganisation.

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

Hong Kong, 13 November 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.*