

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

**(I) RESULTS OF THE OPEN OFFER OF
5,311,287,930 OFFER SHARES
ON THE BASIS OF FIVE (5) OFFER SHARES FOR
EVERY ONE (1) NEW SHARE HELD
ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.10 PER OFFER
SHARE; AND
(II) ADJUSTMENTS IN RELATION TO
THE OUTSTANDING SHARE OPTIONS**

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter on or before the Latest Time for Termination. Accordingly, the Open Offer became unconditional at 4:00 p.m. on Monday, 21 December 2015.

At 4:00 p.m. on Friday, 18 December 2015, being the latest time for acceptance of and payment for the Offer Shares, a total of 17 valid acceptances in respect of 2,093,571,182 Offer Shares were received, representing approximately 39.42% of the total number of 5,311,287,930 Offer Shares available for subscription under the Open Offer.

Based on the above results, the Open Offer was under-subscribed by 3,217,716,748 Offer Shares. Pursuant to the Underwriting Agreement, the Underwriter had performed its underwriting obligations to subscribe for all the untaken Offer Shares.

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Qualifying Shareholders by ordinary post on Tuesday, 29 December 2015 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 30 December 2015.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

The Board further announces that the exercise price of the outstanding Share Options and the number of Shares to be allotted and issued upon full exercise of the outstanding Share Options as a result of the Open Offer has been adjusted with effect from 29 December 2015 pursuant to the relevant terms of the Share Options.

Reference is made to the prospectus of SEEC Media Group Limited (the “**Company**”) dated 4 December 2015 (the “**Prospectus**”) in relation to the Open Offer. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter on or before the Latest Time for Termination. Accordingly, the Open Offer became unconditional at 4:00 p.m. on Monday, 21 December 2015.

At 4:00 p.m. on Friday, 18 December 2015, being the latest time for acceptance of and payment for the Offer Shares, a total of 17 valid acceptances in respect of 2,093,571,182 Offer Shares were received, representing approximately 39.42% of the total number of 5,311,287,930 Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

Based on the above results, the Open Offer was under-subscribed by 3,217,716,748 Offer Shares. Pursuant to the Underwriting Agreement, the Underwriter had performed its underwriting obligations to subscribe for all the untaken Offer Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

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

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Directors				
Mr. Dai Xiaojing	1,250,000	0.12%	1,250,000	0.02%
Mr. Wang Boming	750,000	0.07%	750,000	0.01%
Mr. Zhang Zhifang	750,000	0.07%	750,000	0.01%
Underwriter and the subscribers procured by the Underwriter (Note 1)	–	–	3,217,716,748	50.49%
Public Shareholders	<u>1,059,507,586</u>	<u>99.74%</u>	<u>3,153,078,768</u>	<u>49.47%</u>
Total	<u><u>1,062,257,586</u></u>	<u><u>100.00%</u></u>	<u><u>6,373,545,516</u></u>	<u><u>100.00%</u></u>

Note:

1. Pursuant to the Underwriting Agreement, the Underwriter shall ensure that any subscribers procured by the Underwriter shall be Independent Third Parties and shall not become Substantial Shareholders holding 10% or more shareholding in the Company immediately after completion of the Open Offer.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN OFFER SHARES

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Qualifying Shareholders by ordinary post on Tuesday, 29 December 2015 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 30 December 2015.

ADJUSTMENTS IN RELATION TO THE OUTSTANDING SHARE OPTIONS

As at the date of this announcement, there are outstanding Share Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 1,900,000 Shares. Pursuant to the terms of the Share Options, the exercise price of the Share Options and the number of Shares to be allotted and issued upon full exercise of the outstanding Share Options shall be adjusted in the following manner as a result of the Open Offer:

Date of grant	Exercise period	Exercise price per Share <i>HK\$</i>	Immediately before	Immediately after	Adjusted exercise price per Share <i>HK\$</i>	Adjusted number of Shares to be allotted and issued upon full exercise of the outstanding Share Options
			completion of the Open Offer	completion of the Open Offer		
			Existing number of Shares to be allotted and issued upon full exercise of the outstanding Share Options	Adjusted number of Shares to be allotted and issued upon full exercise of the outstanding Share Options		
29/10/2008	29/10/2011 to 28/10/2016	0.536	850,000		0.290	1,573,350
16/12/2009	16/12/2012 to 15/12/2017	0.494	1,050,000		0.267	1,943,550

The above adjustments in relation to the outstanding Share Options have been reviewed and confirmed in writing by the auditor of the Company, Deloitte Touche Tohmatsu and will become effective on 29 December 2015.

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

Hong Kong, 28 December 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, Mr. Li Leong and Mr. Li Xi; and the independent non-executive Directors are Mr. Ding Yu Cheng, Mr. Law Chi Hung and Ms. Wensy Ip.