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SEEC MEDIA GROUP LIMITED

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

(Stock Code: 205)

CHANGE IN USE OF PROCEEDS

Reference is made to the prospectus (the “**Prospectus**”) of SEEC Media Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 4 December 2015 in relation to, among others, the use of proceeds of the Open Offer. Unless otherwise specified herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

As set out in the paragraph headed “Reasons for the Open Offer and the use of proceeds” of the section headed “Letter from the Board” of the Prospectus, the Company intends to apply the net proceeds of the Open Offer as to:

- (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 activity 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 pursuant to a signed memorandum of understanding as stated in the Possible Acquisition Announcement.

As disclosed in the Prospectus, in the event that the Possible Acquisition does not materialize, the Board intends to use the allocated proceeds of approximately HK\$52 million to establish an e-commerce platform or acquire other potential e-commerce platform. As at the date of this announcement, the Possible Acquisition had been terminated in accordance with the terms set out in the memorandum of understanding as stated in the Possible Acquisition Announcement.

As at the date of this announcement, the Group has utilized approximately HK\$150 million as capital injection for the set-up and operation of a company licensed under the SFO to conduct Type 1 (dealing in securities) regulated activity under the SFO; approximately HK\$24 million as refundable deposit for the acquisition a company engaged in the development and operation of e-commerce platform. Accordingly, the unutilized net proceeds of the Open Offer amount to approximately HK\$345 million, which include, among others, the amount of approximately HK\$72 million for the operation and development of the e-commerce platform for the acquisition and circulation of electronic books.

In view of the present opportunity for possible acquisition of companies engaged in the development and operation of e-commerce platform, as well as the fast-changing market environment of the e-commerce industry, the Company intends to acquire companies which are involved in e-commerce platform instead of establishing a subsidiary to develop an e-commerce platform. The Company is currently in preliminary negotiation with not more than two parties on possible acquisitions of companies engaged in the development and operation of e-commerce platform. Accordingly, the Board has resolved to change the use of the unutilized net proceeds of approximately HK\$72 million from original allocation as for the operation and development of the e-commerce platform to the revised allocation as for the acquisition of companies engaged in the development and operation of e-commerce platform.

As at the date of this announcement, neither concrete terms have been established nor any definitive agreements have been reached regarding the above possible acquisitions. In the event that the possible acquisitions proceed, the Company will comply with the relevant requirements of the Listing Rules and Part XIVA of the SFO as and when appropriate.

The Directors (including the independent non-executive Directors) consider the above change in the use of the net proceeds from the Open Offer is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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

Hong Kong, 22 June 2016

As at the date of this announcement, the Board comprises Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Zhou Hongtao, Mr. Li Xi and Mr. Li Leong as the executive directors and Mr. Law Chi Hung and Ms. Wensy Ip as the independent non-executive directors.