



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/03/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SEEC Media Group Limited

Date Submitted 01/04/2009

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : 205 Description : SEEC MEDIA

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>3,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$300,000,000.00</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>3,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$300,000,000.00</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>                          </u>	<u>                          </u>	<u>                          </u>
Increase/(decrease)	<u>                          </u>		<u>                          </u>
Balance at close of the month	<u>                          </u>	<u>                          </u>	<u>                          </u>

## 2. Preference Shares

Stock code : _____	N/A	Description : _____	N/A	
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____	_____	_____	
Balance at close of the month	_____	_____	_____	

## 3. Other Classes of Shares

Stock code : _____	N/A	Description : _____	N/A	
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____	_____	_____	
Balance at close of the month	_____	_____	_____	

Total authorised share capital at the end of the month (*State currency*) :

HK\$300,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,739,565,172</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,739,565,172</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Exercise price: HK\$0.210 (26/08/2002) Ordinary shares	NIL	NIL	NIL	NIL	NIL	21,950,000
(Note 1)						
2. Exercise price: HK\$0.566 (26/08/2002) Ordinary shares	NIL	NIL	NIL	NIL	NIL	2,500,000
(Note 1)						
3. Exercise price: HK\$0.330 (26/08/2002) Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
4. Exercise price: HK\$0.268 (26/08/2002) Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Nil-paid Warrant	N/A	79,947,009	NIL	79,947,009	NIL	79,947,009
(04/05/2011)						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.422					
AGM approval date (if applicable) (dd/mm/yyyy)	(23/05/2005)					
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total B.	(Ordinary shares)	NIL
					(Preference shares)	N/A
					(Other class)	N/A

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 2% Convertible Bond Due on 04/05/2011	US\$	US\$10,000,000	NIL	NIL (See Remarks)	NIL	NIL
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.422 (minimum)					
AGM approval date (if applicable) (dd/mm/yyyy)	(23/05/2005)					
2. 3% Convertible Bond Due on 18/05/2011	US\$	NIL	NIL	US\$12,000,000 (See Remarks)	NIL	221,800,947
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.422					
EGM approval date (if applicable) (dd/mm/yyyy)	(28/04/2008)					
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares) NIL		
				(Preference shares) N/A		
				(Other class) N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A        (   /   /   ) shares ( <i>Note 1</i> )		
2. N/A        (   /   /   ) shares ( <i>Note 1</i> )		
3. N/A        (   /   /   ) shares ( <i>Note 1</i> )		
  Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	N/A
6.	Repurchase of shares		<p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	N/A
7.	Redemption of shares		<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	N/A
8.	Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	N/A	N/A



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
Total E.		(Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>NIL</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

On 31 March 2009, the 2 % Convertible Bond for an aggregate principal amount of US\$10,000,000.00 was redeemed and cancelled by the Company and the 3% Convertible Bond for an aggregate principal amount of US\$12,000,000.00 was issued by the Company.

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Submitted by: Tricor Secretaries Limited

Title: Hong Kong Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*