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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in SEEC Media Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 205)

SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 12 of this circular.

A notice convening the SGM of the Company to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong on 8 June 2021 at 11:00 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish and in such event the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE SGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the novel coronavirus pandemic, the following precautionary measures will be implemented at the SGM of the Company:

- 1) Compulsory temperature checks
- 2) Wearing of surgical face mask
- 3) No provision of corporate gift and refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above or is subject to any Hong Kong Government prescribed quarantine measures may be denied entry to the SGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the SGM by appointing the chairman of the SGM as their proxy and to return their proxy forms by the time specified above, instead of attending the SGM in person.

21 May 2021

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 20 April 2021 in relation to, among other things, the placing of new shares under general mandate and the subscription of new shares under specific mandate
“AGM”	the annual general meeting of the Company held on 30 June 2020 at which, among other things, the General Mandate was granted to the Directors
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“Company”	SEEC Media Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Ex-change (stock code: 205)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or grant additional 63,735,455 new Shares, representing 20% of the number of issued Shares as at the date of the AGM
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons or their respective associates
“Latest Practicable Date”	14 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	independent professional, institutional and/or individual investor(s) procured by the Placing Agent to subscribe for the Placing Shares
“Placing”	the placement of a total of 63,735,455 Placing Shares pursuant to the terms of the Placing Agreement at the Placing Price
“Placing Agent”	China Prospect Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 20 April 2021 in respect of the Placing
“Placing Price”	HK\$0.13 per Placing Share
“Placing Share(s)”	63,735,455 new Shares placed under the Placing
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SGM”	the special general meeting of the Company to be convened and held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on 8 June 2021, at 11:00 a.m. to consider and, if thought fit, approve the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)

DEFINITIONS

“SGM Notice”	the notice convening the SGM which set out on pages SGM-1 to SGM-2 of this circular
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Specific Mandate”	the specific mandate for the allotment and issue of the Subscription Shares, which is subject to approval by the independent Shareholders voting by way of poll at the SGM
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Subscriber”	Chen Hui, an Independent Third Party, who entered into the Subscription Agreement with the Company
“Subscription”	the proposed subscription of 170,000,000 Subscription Shares by the Subscriber at the Subscription Price pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement entered into between the Company and the Subscriber dated 20 April 2021 in respect of the Subscription
“Subscription Price”	HK\$0.13 per Subscription Share
“Subscription Share(s)”	170,000,000 new Shares to be allotted and issued by the Company to the Subscriber under the Subscription
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the percentage equivalents may not be an arithmetic sum of such figures. Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.

LETTER FROM THE BOARD



SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 205)

Executive Directors:

Mr. Li Leong
Mr. Li Xi
Mr. Li Zhen
Mr. Zhang Zhifang
Mr. Zhou Hongtao

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Law Chi Hung
Mr. Leung Tat Yin
Mr. Wong Ching Cheung

Principal place of

business in Hong Kong:
Room 1408, 14/F.,
Wing On Kowloon Centre,
345 Nathan Road,
Kowloon

21 May 2021

To the Shareholders

Dear Sir or Madam,

**SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement, in relation to, among other matters, the placing of new Shares under General Mandate and the subscription of new Shares by the Subscriber under Specific Mandate.

LETTER FROM THE BOARD

On 20 April 2021 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 170,000,000 Subscription Shares at the Subscription Price of HK\$0.13 for each Subscription Share. The Subscription Shares will be allotted and issued pursuant to the Specific Mandate. On the same date, the Company entered into the Placing Agreement with the Placing Agent for the Placing of, on best efforts basis, a maximum of 63,735,455 Placing Shares. Completion of the Placing took place on 13 May 2021. An aggregate of 63,735,455 Placing Shares have been successfully placed by the Placing Agent to not less than six Placées at the Placing Price of HK\$0.13 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The purpose of this circular is to provide Shareholders with further details of the Subscription and a notice convening the SGM, at which the resolutions will be proposed to be considered and, if thought fit, approved.

THE SUBSCRIPTION

The Subscription Agreement

Date : 20 April 2021 (after trading hours)

Issuer : the Company

Subscriber : Chen Hui

The Subscriber has extensive experiences in investment and management in the media industry. She is currently the general manager of an investment company in the PRC named Hangzhou Xuanbu Network Technology Co., Ltd., a company mainly engages in investment of multi-channel network projects and digital media projects and provision of related services.

The Subscriber was introduced directly to the Company in the year 2020 by Mr. Li Leong, an executive Director of the Company, through his connection made in the PRC.

The Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 170,000,000 Subscription Shares at the Subscription Price of HK\$0.13 for each Subscription Share under the Subscription Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of the Subscription Agreement and the Latest Practicable Date, the Subscriber is an Independent Third Party and does not have business relationships or connections with the Company and its connected persons other than the Subscription.

The Subscriber and the Company have not entered into any agreement, arrangement, understanding or negotiation other than the Subscription Agreement.

LETTER FROM THE BOARD

Subscription Shares

The 170,000,000 Subscription Shares represent (i) approximately 44.46% of the existing issued share capital of the Company as at the date of the Subscription Agreement; (ii) approximately 38.10% of the issued share capital of the Company as at the Latest Practicable Date; and (iii) approximately 27.59% of the issued share capital of the Company as enlarged by the Subscription.

Subscription Price

The Subscription Price of HK\$0.13 per Subscription Share represents:

- (i) a premium of approximately 3.17% to the closing price of HK\$0.126 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;
- (ii) a premium of approximately 3.34% to the average of the closing prices of approximately HK\$0.1258 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreement;
- (iii) a discount of approximately 49.02% to the closing price of approximately HK\$0.255 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (iv) a discount of approximately 81.82% to the audited net asset value per Share of approximately HK\$0.715 (based on the latest published audited consolidated net asset value of the Group of approximately HK\$273,392,000 as at 31 December 2020 as disclosed in the annual report of the Company for the year ended 31 December 2020 and 382,407,275 Shares in issue as at the date of the Subscription Agreement).

The Subscription Price is exclusive of transaction fees and levies.

The Subscription Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber. The Directors consider that the Subscription Price, and the terms and conditions of the Subscription Agreement, are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

The maximum gross and net proceeds (after deduction of other expenses of the Subscription) from the Subscription will be approximately HK\$22.1 million and approximately HK\$21.8 million respectively. On such basis, the net issue price will be approximately HK\$0.1284 per Subscription Share.

The aggregate Subscription Price of approximately HK\$22.1 million will be payable by the Subscriber to the Company by bank transfer upon Completion.

LETTER FROM THE BOARD

Rights of the Subscription Shares

The Subscription Shares will, upon allotment and issue, be free of all liens, charge and encumbrances, and together with all rights attaching thereto as at the date of the completion of the Subscription, including the right to receive all dividends or other distributions declared, made or paid on or after the date of completion of the Subscription. The Subscription Shares will rank *pari passu* in all respects with the Shares in issue on the completion date of the Subscription.

Specific Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the Specific Mandate proposed to be sought from the independent Shareholders at the SGM.

Conditions of the Subscription

The completion of the Subscription is conditional upon the satisfaction of the following conditions:

- (i) the completion of the Placing under General Mandate of not less than 63,735,455 Shares having been duly placed by the Placing Agent;
- (ii) the passing by the independent Shareholders in the SGM of all resolutions required under relevant laws and regulations, including but not limited to the Listing Rules, of the transactions contemplated under the Subscription Agreement, including without limitation to the specific mandate for the allotment and issue of the Subscription Shares; and
- (iii) the granting of the approval by the Listing Committee of the Stock Exchange (either unconditionally or subject to conditions to which neither the Company nor the Subscriber objects) for the listing of and permission to deal in the Subscription Shares as contemplated under the Subscription Agreement.

Each of the Company and the Subscriber shall use their respective best endeavours to procure satisfaction of the above conditions prior to the date falling on one (1) month after the SGM and in any event not later than six months after the date of the Subscription Agreement or such later date as the Company and the Subscriber may agree in writing (the “Long Stop Date”). In the event that the conditions are not fulfilled on or before the Long Stop Date, the obligations and liabilities of the Company and the Subscriber under the Subscription Agreement shall be null and void, and neither the Company nor the Subscriber shall have any claims against the other for costs, damages, compensation or otherwise. As at the Latest Practicable Date, condition (i) as stated above has been satisfied.

LETTER FROM THE BOARD

Completion of the Subscription

Completion of the Subscription will take place within five Business Days after the date upon which the last of the conditions has been satisfied, or at such other time and/or date as may be agreed between the Company and the Subscriber in writing.

Application for Listing

Application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Subscription Shares on the Stock Exchange.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company before and after completion of the Subscription (assuming that there is no change in the share capital of the Company from the Latest Practicable Date to the completion of the Subscription, save for the issue of the Subscription Shares) will be as follows:

	As at the Latest Practicable Date		Immediately after completion of the Subscription	
	<i>Number of Shares</i>	<i>Approx.% (note)</i>	<i>Number of Shares</i>	<i>Approx.% (note)</i>
Substantial Shareholders:				
Ni Songhua	28,815,000	6.46	28,815,000	4.68
The Subscriber	–	–	170,000,000	27.59
Public Shareholders:				
Other Shareholders	<u>417,327,730</u>	<u>93.54</u>	<u>417,327,730</u>	<u>67.73</u>
Total	<u>446,142,730</u>	<u>100.00</u>	<u>616,142,730</u>	<u>100.00</u>

Notes:

The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

LETTER FROM THE BOARD

FUNDRAISING ACTIVITIES IN THE PAST TWELVE (12) MONTHS

The Company has conducted the following equity fund raising activities in the past twelve (12) months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Net proceeds (approximate)	Intended use of proceeds as announced	Actual use of proceeds as at the Latest Practicable Date
22 June 2020	Placing of new shares under general mandate	HK\$6.84 million	utilised as general working capital of the Group	The entire proceeds were used for general working capital of the Group
20 April 2021	Placing of new shares under general mandate	HK\$8.1 million	utilised as general working capital of the Group	the net proceeds remained unutilised as at the Latest Practicable Date

Save for disclosed above, the Company had not conducted any other equity fund raising activities in the past twelve (12) months immediately prior to the Latest Practicable Date.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in the provision of advertising agency services, distribution of books and magazines, securities brokerage business, money lending business and e-commerce business in the PRC and in Hong Kong.

For the two years ended 31 December 2020, the Group recorded (i) revenue of approximately HK\$87.2 million and HK\$80.2 million respectively; and (ii) loss for the year of approximately HK\$99.4 million and HK\$143.4 million respectively for the corresponding years. As mentioned in the annual report of the Company for the year ended 31 December 2020 (the “**2020 Annual Report**”), the Group will maintain its cautiously optimistic outlook and explore other suitable investment opportunities which are able to bring satisfactory and sustainable returns to the Group and maximize the shareholders’ value.

LETTER FROM THE BOARD

As set out in the 2020 Annual Report, the Group recorded bank and cash balances (other than those in trust and segregated accounts) amounted to approximately HK\$57.3 million, borrowings carried a fixed interest rate of 8% per annum and was repayable on demand of approximately HK\$25.5 million, and a net gearing ratio, which is representing a percentage of total liabilities over total assets, of 45.6% as at 31 December 2020. According to the management account of the Company for the three months ended 31 March 2021, the Group's bank and cash balances and borrowings were approximately HK\$38.9 million and HK\$24.5 million, respectively. The Directors consider that the Company requires approximately HK\$6.2 million per month for the operating costs and expenses, including selling and distribution costs of approximately HK\$1.0 million per month and administrative expenses of approximately HK\$3.2 million per month and anticipated that the current available bank and cash balances might not be sufficient for repayment of the borrowing and the Group's general working capital for the next 12 months. Accordingly, the Directors are of the view that the Company has imminent need to raise fund through the Subscription in order to meet the Group's funding need for the next 12 months.

The Directors are of the view that the Subscription can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Subscription also represent good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that the Subscription is in the interests of the Company and the Shareholders as a whole.

The estimated net proceeds from the Subscription will be approximately HK\$21.8 million. In line with the aforesaid business objectives, the Company intends to utilise the net proceeds from the Subscription on repayment of the borrowing of the Group.

Save for the Subscription, the Directors have also considered other financing alternatives including (i) debt financing; and (ii) other equity fund raising such as rights issue and open offer and placing of new shares.

As for debt financing, the Group has approached two banks for the possible bank loan in the amount of approximately HK\$30.0 million. However, the banks expressed that they are unlikely to grant such loan to the Group without guarantees or pledged assets. The Directors are of the view that debt financing will increase the ongoing interest expenses of the Group which may in turn affect the profitability of the Company, and will increase the Group's gearing ratio.

As for rights issue and open offer, the Group has approached three securities firms (including the Placing Agent) about the possibility and feasibility of acting as underwriter for rights issue or open offer with the fund-raising size of approximately HK\$30.0 million. All securities firms expressed that they are not prepared, under the current market sentiment, to act as underwriter for rights issue or open offer of the fund-raising size desirable by the Group.

LETTER FROM THE BOARD

As for other forms of placing of new shares, the Directors consider that there would be a high level of placing commission expenses involved, resulting in a less cost-effective fund-raising exercise as compared to the Subscription and there would be no guarantee that sufficient funds could be raised to cover the repayment of the Group's borrowing.

In view of the above, the Directors consider that the Subscription is currently the most feasible financing method to the Company to raise sufficient fund.

LISTING RULES IMPLICATIONS

The Subscription Shares will be issued under the Specific Mandate to be obtained from the Shareholders and therefore the Subscription will be subject to the Shareholders' approval. To the best knowledge of the Directors, as none of the Shareholders or their associates would have any material interest in the Subscription, no Shareholder is required to abstain from voting at the SGM in respect of the resolution(s) relating to the Subscription and the Specific Mandate.

The Placing and the Subscription, in aggregate, do not result in a theoretical dilution effect of 25% or more. As such, the aggregate theoretical dilution impact of the Placing and the Subscription is in compliance with Rule 7.27B of the Listing Rules.

SGM

The SGM is convened to be held on 8 June 2021 at 11:00 a.m. at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong for the purposes of considering and, if thought fit, approving the Subscription and granting the Specific Mandate to allot and issue the Subscription Shares proposed to be subscribed under the Subscription.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

Shareholders who are involved in, or interested in the Subscription Agreement and the transactions contemplated thereunder, shall abstain from voting for the resolution approving the Subscription at the SGM. To the best knowledge of the Directors, as none of the Shareholders or their associates would have any material interest in the Subscription, no Shareholder is required to abstain from voting at the SGM in respect of the resolution(s) relating to the Subscription and the Specific Mandate.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF SGM



SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 205)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an special general meeting (the “SGM”) of SEEC Media Group Limited (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on 8 June 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Subscription Agreement dated 20 April 2021 entered into between the Company and Chen Hui (the “Subscriber”) in relation to the subscription of 170,000,000 new ordinary shares of the Company (the “Subscription Shares”) at the subscription price of HK\$0.13 per Subscription Share, and all transactions contemplated thereunder and all other matters thereof and incidental thereto and in connection therewith, be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;
- (b) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Subscription Shares, the directors (the “Directors” and each a “Director”) of the Company be and are hereby granted a specific mandate (the “Specific Mandate”) to allot and issue the Subscription Shares, such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company; and
- (c) any one Director be and is hereby generally and unconditionally authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated by the Subscription Agreement and the allotment and issue of the Subscription Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Director, in the interests of the Company.”

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

Hong Kong, 21 May 2021

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Room 1408, 14/F.,
Wing On Kowloon Centre,
345 Nathan Road,
Kowloon

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 11:00 a.m. on 6 June 2021. If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a certified copy) must be delivered to the branch share registrar and transfer office of the Company in Hong Kong with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he so wish. In such event, the instrument appointing a proxy previously submitted will be deemed to be revoked.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the SGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the SGM, 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 of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from 3 June 2021 to 8 June 2021 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the SGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by no later than 4:30 p.m. on 2 June 2021.
5. The votes to be taken at the meeting for the resolution will be by way of a poll.
6. As at the date of this notice, the executive Directors of the Company are Mr. Li Leong, Mr. Li Xi, Mr. Li Zhen, Mr. Zhang Zhifang and Mr. Zhou Hongtao; and the independent non-executive Directors are Mr. Law Chi Hung, Mr. Leung Tat Yin and Mr. Wong Ching Cheung.