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SEEC MEDIA GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 205)

- (I) PROPOSED CHANGE OF DOMICILE;**
- (II) PROPOSED AMENDMENT TO ARTICLES;**
- (III) PROPOSED CANCELLATION OF
SHARE PREMIUM ACCOUNT;**
- (IV) PROPOSED ADOPTION OF NEW MEMORANDUM
OF CONTINUANCE AND BYE-LAWS;**
- (V) PROPOSED CAPITAL REORGANISATION; AND**
- (VI) CHANGE IN BOARD LOT SIZE**

Financial adviser to the Company

Opus Capital Limited
創富融資有限公司

PROPOSED CHANGE OF DOMICILE

The Board proposes to change the domicile of the Company from the Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The implementation of the Change of Domicile will not affect the continuity of the Company and its listing status on the Stock Exchange.

PROPOSED AMENDMENT TO ARTICLES

To facilitate the Change of Domicile, it is proposed that a new article be added to the Articles to allow the Company to be deregistered in the Cayman Islands and registered by way of continuation in another jurisdiction.

PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT

The Board proposes to cancel the entire amount standing to the credit of the share premium account of the Company and to transfer the credits arising from such cancellation to an account designated as the contributed surplus account of the Company before the Change of Domicile becoming effective. As at the date of this announcement, the Company has a credit balance of approximately HK\$323,148,000 standing in its share premium account.

The account designated as the contributed surplus account of the Company, subject to the approval of the Shareholders at the EGM by way of special resolution, shall be the Contributed Surplus Account of the Company within the meaning of the Companies Act upon the Change of Domicile becoming effective.

PROPOSED ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS

In connection with the Change of Domicile, it is proposed that the New Memorandum of Continuance and the Bye-laws be adopted by the Company to replace, respectively, the Memorandum and the Articles in order to comply with the company law of Bermuda.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation after the Change of Domicile becoming effective which comprises the following:

- (i) the proposed Share Consolidation whereby every two (2) issued Existing Shares of nominal value of HK\$0.10 each in the issued share capital of the Company will be consolidated into one (1) Consolidated Share of nominal value of HK\$0.20 each and where applicable, the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation;
- (ii) the proposed Capital Reduction whereby the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.10 on each of the issued Consolidated Share such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.10;

- (iii) the credits arising from the cancellation of any fraction in the issued share capital of the Company which may arise from the Share Consolidation and the Capital Reduction, which amounted to approximately HK\$106,225,758 based on the number of the Existing Shares in issue on the date of this announcement, be transferred to the Contributed Surplus Account; and
- (iv) the amount standing to the credit of the Contributed Surplus Account be applied to set off the accumulated losses of the Company in full and be applied in any other manner as may be permitted under the Bye-laws and all applicable laws of Bermuda.

Shareholders and potential investors should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

LISTING RULES IMPLICATION

Each of the proposed Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. None of the Shareholders or their associates would have any interest in the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation. Accordingly, no Shareholders would be required to abstain from voting on the resolutions relating to the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation at the EGM.

ADJUSTMENT IN RELATION TO THE SHARE OPTIONS

The Capital Reorganisation will cause adjustments to be made to the exercise prices and/or the number of the Share Options. The Company will engage an independent financial adviser or the auditors of the Company to certify the adjustments to the Share Options and will inform the holders of the Share Options of the adjustments accordingly.

CHANGE IN BOARD LOT SIZE

At present, the Existing Shares are traded in board lot size of 2,000 Existing Shares. 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.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation. The Circular containing, among other things, details of 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 a notice convening the EGM will be despatched to the Shareholders on or before 18 September 2015.

WARNING

Shareholders should take note that the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation are conditional upon satisfaction of respective conditions set out in this announcement. Therefore, the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED CHANGE OF DOMICILE

The Board proposes to change the domicile of the Company from the Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The implementation of the Change of Domicile will not affect the continuity of the Company and its listing status on the Stock Exchange. The

Board also proposes to implement the Capital Reorganisation after the Change of Domicile becoming effective, details of which are set out in the section headed “Proposed Capital Reorganisation” below.

Effects of the Change of Domicile

Other than the expenses to be incurred, the Change of Domicile will not alter the underlying assets, investments, management or financial position of the Company nor the proportionate interests of the Shareholders. The Company’s legal advisers as to the laws of the Cayman Islands and Bermuda are of the view that the continuation of the Company in Bermuda does not create a new legal entity or prejudice or affect the continuity of the Company. The Company will continue to maintain a principal place of business in Hong Kong.

The Change of Domicile will not involve the formation of a new holding company, the withdrawal of listing of the existing Shares, any issue of new Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company.

Reasons for the Change of Domicile

As advised by the Company’s legal advisers as to the laws of the Cayman Islands, if the Company proceeds with the Capital Reorganisation in the Cayman Islands, which include, amongst other things, the Capital Reduction, the sanction by the Grand Court of the Cayman Islands would be required, which sanction cannot be obtained in a commercially expedient time frame. If the Capital Reorganisation will be effected by way of a change of domicile of the Company from the Cayman Islands to Bermuda through deregistration in the Cayman Islands and continuation in Bermuda, the legal advisers of the Company as to the laws of the Cayman Islands and Bermuda advised that no court order is required in the Cayman Islands or Bermuda for the Change of Domicile and the Capital Reorganisation after deregistration of the Company in the Cayman Islands and its continuation in Bermuda. The Board considers that it would be more time effective for the Company to carry out the Capital Reorganisation in Bermuda by first implementing the Change of Domicile.

The Board believes that the Change of Domicile is beneficial to and in the interests of the Company and the Shareholders as a whole.

Conditions of the Change of Domicile

The Change of Domicile is conditional upon:

- (i) the passing of the necessary special resolutions by the Shareholders at the EGM to approve (a) the Amendment to Articles; (b) the Change of Domicile; and (c) the Adoption of New Memorandum of Continuance and Bye-laws;
- (ii) compliance with the relevant requirements under the Listing Rules and the relevant legal procedures and requirements under the laws of the Cayman Islands and the laws of Bermuda in respect of the Change of Domicile; and
- (iii) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Change of Domicile.

The Change of Domicile is not conditional upon the Capital Reorganisation becoming effective. However, the Capital Reorganisation is conditional upon the Change of Domicile becoming effective.

PROPOSED AMENDMENT TO ARTICLES

To facilitate the Change of Domicile, it is proposed that a new article be added to the Articles to allow the Company to be deregistered in the Cayman Islands and registered by way of continuation in another jurisdiction. Further details of the proposed Amendment to Articles will be set out in the Circular to be despatched to the Shareholders.

Condition of the Amendment to Articles

The Amendment to Articles is conditional upon the passing of a special resolution by the Shareholders to approve the Amendment to Articles at the EGM.

PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT

The Board proposes to cancel the entire amount standing to the credit of the share premium account of the Company and to transfer the credits arising from such cancellation to an account designated as the contributed surplus account of the Company before the Change of Domicile becoming effective. As at the date of this announcement, the Company has a credit balance of approximately HK\$323,148,000 standing in its share premium account.

The account designated as the contributed surplus account of the Company, subject to the approval of the Shareholders at the EGM by way of special resolution, shall be the Contributed Surplus Account of the Company within the meaning of the Companies Act upon the Change of Domicile becoming effective.

Condition of the Cancellation of Share Premium Account

The Cancellation of Share Premium Account is conditional upon the passing of a special resolution by the Shareholders at the EGM to approve the same, including the designation of an account of the Company as the contributed surplus account of the Company.

PROPOSED ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS

In connection with the Change of Domicile, it is proposed that the New Memorandum of Continuance and the Bye-laws be adopted by the Company to replace, respectively, the Memorandum and the Articles in order to comply with the company law of Bermuda.

Condition of the Adoption of New Memorandum of Continuance and Bye-laws

The Adoption of New Memorandum of Continuance and Bye-laws is conditional upon the passing of a special resolution by the Shareholders to approve the Adoption of New Memorandum of Continuance and Bye-laws at the EGM.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation after the Change of Domicile becoming effective which comprises the following:

- (a) the proposed Share Consolidation whereby every two (2) issued Existing Shares of nominal value of HK\$0.10 each in the issued share capital of the Company will be consolidated into one (1) Consolidated Share of nominal value of HK\$0.20 each and where applicable, the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation;

- (b) the proposed Capital Reduction whereby the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.10 on each of the issued Consolidated Share such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.10;
- (c) the credits arising from the cancellation of any fraction in the issued share capital of the Company which may arise from the Share Consolidation and the Capital Reduction, which amounted to approximately HK\$106,225,758 based on the number of the Existing Shares in issue on the date of this announcement, be transferred to the Contributed Surplus Account; and
- (d) the amount standing to the credit of the Contributed Surplus Account be applied to set off the accumulated losses of the Company in full and be applied in any other manner as may be permitted under the Bye-laws and all applicable laws of Bermuda.

Conditions of the Capital Reorganisation

The implementation of the Share Consolidation and the Capital Reduction are inter-conditional on each other. The implementation of the Capital Reorganisation is conditional upon, among other things:

- (a) the Change of Domicile becoming effective;
- (b) the passing of the necessary special resolution(s) by the Shareholders approving the Capital Reorganisation at the EGM;
- (c) the Stock Exchange granting the listing of, and the permission to deal in, the New Shares in issue upon the Capital Reorganisation becoming effective and the New Shares which may fall to be allotted and issued upon exercise of the outstanding Share Options and to be granted under the share option scheme of the Company;
- (d) the compliance with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation; and
- (e) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Existing Shares, of which 2,124,515,172 Existing Shares are in issue. Upon the proposed Share Consolidation becoming effective and based on the issued share capital as at the date of this announcement, the issued share capital of the Company will be consolidated into 1,062,257,586 Consolidated Shares of nominal value of HK\$0.20 each. Upon the proposed Capital Reduction becoming effective, the nominal value of each issued Consolidated Share shall be reduced from HK\$0.20 each to HK\$0.10 each and the issued share capital of the Company shall accordingly be reduced to the extent of HK\$0.10 per Consolidated Share in issue. Upon completion of the Share Consolidation and the Capital Reduction, the issued share capital of the Company will be reduced to HK\$106,225,758.6 divided into 1,062,257,586 New Shares of nominal value of HK\$0.10 each.

Any fractional Consolidated Shares to which an individual Shareholder is entitled to will not be issued by the Company to such Shareholders, but will be aggregated, sold and retained for the benefit of the Company. Any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled. The New Shares will rank *pari passu* in all respects with each other in accordance with the Bye-laws.

Assuming no Existing Shares are repurchased from the date of this announcement and no further issue of the Existing Shares under the Share Options until the effective date of the Capital Reorganisation, the share capital structure of the Company will be as follows:

	As at the date of this announcement	Immediately after the Capital Reorganisation becoming effective
Authorised share capital	HK\$300,000,000	HK\$300,000,000
Par value	HK\$0.10 per Existing Share	HK\$0.10 per New Share
Number of authorised shares	3,000,000,000 Existing Shares	3,000,000,000 New Shares

	As at the date of this announcement	Immediately after the Capital Reorgansiation becoming effective
Amount of issued share capital	HK\$212,451,517.20	HK\$106,225,758.6
Number of issued shares	2,124,515,172	1,062,257,586
	Existing Shares	New Shares
Amount of unissued share capital	HK\$87,548,482.8	HK\$193,774,241.4
Number of unissued shares	875,484,828	1,937,742,414
	Existing Shares	New Shares

Note: The above share capital structure of the Company is for illustration purpose only.

Assuming no further Existing Share will be issued or repurchased between the date of this announcement and the date on which the Capital Reorganisation becomes effective, a credit of approximately HK\$106,225,758 will arise as a result of the Capital Reduction and will be applied to set off the accumulated losses of the Company in full. The accumulated losses of the Company were approximately HK\$140,826,000 as shown in the audited financial statements of the Company as at 31 December 2014 and approximately HK\$144,894,000 as shown in the unaudited financial statements of the Company as at 30 June 2015.

Shareholders and potential investors should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

As at the date of this announcement, save for the Share Options entitling the holder(s) thereof to subscribe for 3,800,000 Existing Shares, the Company has no other outstanding warrants, options or convertible securities.

Under the laws of Bermuda, the Directors may apply the credits in the Contributed Surplus Account in any manner permitted by the laws of Bermuda and the Bye-laws of the Company in effect from time to time.

Other than the relevant expenses incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Group or the interests of the Shareholders as a whole, save for any fractional Consolidated Shares (if any) to which the Shareholders would otherwise be entitled to. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company, nor will it result in any change in the relevant rights of the Shareholders.

Reasons for the Capital Reorganisation

The Capital Reorganisation will provide greater flexibility for equity fund-raising of the Company. Furthermore, the credits in the Contributed Surplus Account arising from the Capital Reorganisation will enable the Company to set off against its accumulated losses in full and may facilitate or be applied in any future distribution to the Shareholders or be applied in any other manner permitted by the laws of Bermuda and the Bye-laws of the Company in effect from time to time. In view of the above, the Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Listing and dealings

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares in issue and to be issued arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the outstanding Share Options and to be granted under the share option scheme of the Company.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS in the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of Share certificates for the New Shares and trading arrangements

Should the Capital Reorganisation become effective, Shareholders may, during the period to be specified in a further announcement to be made by the Company, submit existing certificates 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 for the New Shares. Details of such free exchange of share certificates will be announced as soon as the effective date of the Capital Reorganisation is ascertained. 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. Nevertheless, they will not be acceptable for trading, settlement and registration purpose after the Capital Reorganisation becomes effective (except in a temporary counter after the commencement of dealings in the New Shares until parallel trading ends as specified in a further announcement to be made by the Company).

Arrangements for trading of odd lots

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganisation, a designated broker will be appointed to match the purchase and sale of odd lots of the New Shares at the relevant market price per New Share for the period from 30 November 2015, to 18 December 2015 (both dates inclusive). Holders of odd lots of the New Shares should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers. Details of the matching service will be provided in the Circular.

Adjustment in relation to the Share Options

As at the date of this announcement, the Company has outstanding Share Options entitling the holders thereof to subscribe for 3,800,000 Existing Shares. The Capital Reorganisation will cause adjustments to be made to the exercise prices and/or the number of the Share Options. The Company will engage an independent financial adviser or the auditors of the Company to certify the adjustments to the Share Options and will inform the holders of the Share Options of the adjustments accordingly. Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into any Share of the Company as at the date of this announcement.

CHANGE IN BOARD LOT SIZE

At present, the Existing Shares are traded in board lot size of 2,000 Existing Shares. 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. Based on the closing price of HK\$0.156 per Existing Share (equivalent to the theoretical closing price of HK\$0.312 per New Share) as at the date of this announcement, (i) the value of each board lot of 2,000 New Shares, assuming the Capital Reorganisation had already been effective, would be HK\$624; and (ii) the estimated market value per board lot of 20,000 New Shares would be HK\$6,240 assuming the Change in Board Lot Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders. The Directors consider that the Change in Board Lot Size will increase the value of each board lot of the shares of the Company, as well as to reduce transaction and registration costs incurred by the Shareholders and investors.

Reference is made to the announcement issued by the Company on 19 August 2015 in relation to, among other things, the Original Open Offer on the basis of three (3) Offer Shares for every one (1) Existing Share held on the Original Record Date and the Original Change in Board Lot Size.

With the Change in Board Lot Size proposed by the Company in this announcement, this will supercede the Original Change in Board Lot Size announced in the Initial Announcement. Shareholders should refer to the section headed “Expected Timetable” below for the dates regarding the Change in Board Lot Size.

EXPECTED TIMETABLE

Event	Hong Kong Time
Expected date of despatch of the Circular and the notice of the EGM	Friday, 18 September 2015
Latest time for lodging proxy form for the EGM	11:00 a.m. Saturday, 10 October 2015
Date and time of the EGM	11:00 a.m. Monday, 12 October 2015
Announcement of results of the EGM.	Monday, 12 October 2015
Expected effective date of the Cancellation of Share Premium Account	Monday, 12 October 2015
Expected effective date of the Change of Domicile and Adoption of New Memorandum of Continuance and Bye-Laws	Monday, 26 October 2015 (Bermuda Time)
Expected effective date of the Capital Reorganisation.	Monday, 16 November 2015
First day for free exchange of existing certificates for the Existing Shares into new certificates for the New Shares	Monday, 16 November 2015
Commencement of dealings in New Shares.	9:00 a.m. on Monday, 16 November 2015
Original counter for trading in Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 16 November 2015

Event	Hong Kong Time
Temporary counter for trading in New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 16 November 2015
Original counter for trading in New Shares in board lots of 20,000 New Shares (in the form of new certificates) re-opens	Monday, 30 November 2015
Parallel trading in New Shares (in the form of new and existing certificates) commences	Monday, 30 November 2015
Designated broker starts to provide matching services for odd lots of New Shares	Monday, 30 November 2015
Temporary counter for trading in New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes	4:00 p.m. on Friday, 18 December 2015
Parallel trading in the New Shares (in the form of new and existing certificates) ends	Friday, 18 December 2015
Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares	Friday, 18 December 2015
Last day for free exchange of existing certificates for the Existing Shares into new certificates for the New Shares	Tuesday, 22 December 2015

Save as specified above, all dates and times set out in the timetable above refer to Hong Kong time.

Note: The Cancellation of Share Premium Account shall become effective upon passing of the relevant special resolution at the EGM.

This timetable is indicative only and may be varied due to additional time required for compliance with regulatory requirements in the Cayman Islands or Bermuda. Any consequential changes to the expected timetable will be announced by the Company.

Shareholders should note that the Company also proposed the Open Offer as disclosed in the Revised Open Offer Announcement. The expected timetable for the Open Offer is stated in the Revised Open Offer Announcement.

LISTING RULES IMPLICATIONS

Each of the proposed Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. None of the Shareholders or their associates would have any interest in the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation. Accordingly, no Shareholders would be required to abstain from voting in favour of the resolutions relating to the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation at the EGM.

GENERAL

An EGM will be convened for the Shareholders to consider and, if thought fit, approve the special resolutions in respect of 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 transactions contemplated therein.

The Circular containing: among other things, (i) details of the Change of Domicile; (ii) details of the Amendment to Articles; (iii) details of the Cancellation of Share Premium Account; (iv) details of the Adoption of New Memorandum of Continuance and Bye-laws, (v) details of the Capital Reorganisation; and (vi) a notice convening the EGM, will be despatched to the Shareholders on or before 18 September 2015.

REVISION TO THE TERMS OF THE ORIGINAL OPEN OFFER

Reference is made to the Initial Announcement and the Delay Announcement issued by the Company.

On 9 September 2015, the Company has made an announcement in relation to the revision to the terms of the Original Open Offer that resulted in an Open Offer and the revised timetable for the Open Offer. The Open Offer will be made conditional upon the Change of Domicile and the Capital Reorganisation becoming effective.

WARNING OF THE RISK OF DEALINGS IN SHARES

Shareholders should take note that 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 are conditional upon satisfaction of respective conditions set out in this announcement. Therefore, the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws and the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following terms shall have the following meanings unless the context requires otherwise:

“Adoption of New Memorandum of Continuance and Bye-laws”	the proposed adoption of the New Memorandum of Continuance and the Bye-laws in compliance with the laws of Bermuda to replace, respectively, the Memorandum and the Articles
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“Amendment to Articles”	the proposed amendment to the Articles by adding a new article to allow the Company to be deregistered in the Cayman Islands and registered by way of continuation in another jurisdiction
“Articles”	the existing articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	a new set of bye-laws of the Company proposed to be adopted by the Company and to take effect upon continuation of the Company in Bermuda
“Cancellation of Share Premium Account”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company
“Capital Reduction”	the proposed reduction of the Company’s issued share capital whereby: (i) the nominal value of all the issued Consolidated Shares shall be reduced from HK\$0.20 each to HK\$0.10 each through a cancellation of the paid-up capital of the Company to the extent of HK\$0.10 on each of the issued Consolidated Share; and (ii) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled
“Capital Reorganisation”	the proposed reorganisation of the Company’s issued share capital which comprises: (i) the Share Consolidation; and (ii) the Capital Reduction
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

“Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 New Shares upon the Capital Reorganisation becoming effective
“Change of Domicile”	the proposed change of domicile of the Company from the Cayman Islands to Bermuda
“Circular”	the circular containing, among other things, further details of 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, the Change in Board Lot Size and a notice convening the EGM to be despatched to the Shareholders
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	SEEC Media Group Ltd., a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of HK\$0.20 each in the issued share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction becoming effective
“Contributed Surplus Account”	the account designated as the contributed surplus account of the Company within the meaning of the Companies Act upon the Change of Domicile becoming effective
“Delay Announcement”	the announcement issued by the Company on 25 August 2015 in relation to a delay in despatch of the circular on, amongst others, the Original Open Offer and possible revision to the terms of the Original Open Offer
“Director(s)”	the director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and to approve the Change of Domicile, the Amendment to Articles, the Cancellation of Share Premium Account, the Adoption of New Memorandum of Continuance and Bye-laws, and the Capital Reorganisaton
“Existing Share(s)”	the ordinary share(s) of HK\$0.10 each in the existing share capital of the Company immediately before the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Announcement”	the announcement issued by the Company on 19 August 2015 in relation to, among other things, the Original Open Offer, the Original Change in Board Lot Size and the increase in authorised share capital
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company, as amended from time to time
“New Memorandum of Continuance”	a new memorandum of continuance of the Company proposed to be adopted by the Company and to take effect upon continuation of the Company in Bermuda

“Open Offer”	the proposed revised open offer on an entitlement basis to be determined based on the Shares held on the New Record Date at the revised subscription price on the terms and subject to the conditions set out in a supplemental underwriting agreement to be executed between the Company and the underwriter
“New Record Date”	Such date to be determined as may be agreed between the Company and the underwriter for determining entitlements to the Open Offer
“New Shares”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“Offer Shares”	new Shares to be allotted and issued pursuant to the Original Open Offer or the Open Offer, as the case may be
“Original Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for trading on the Stock Exchange from 2,000 Existing Shares to 20,000 Existing Shares
“Original Open Offer”	the proposed open offer on the basis of three (3) Offer Shares for every one (1) Existing Share held on the Original Record Date at the subscription price on the terms and subject to the conditions set out in the underwriting agreement executed dated on 19 August 2015
“Original Record Date”	24 September 2015, or such other date as may be agreed between the Company and the underwriter for determining entitlements to the Original Open Offer
“Registrar”	Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Hong Kong branch share registrar and transfer office of the Company

“Revised Open Offer Announcement”	the announcement issued by the Company on 9 September 2015 in relation to, amongst other things, the supplemental underwriting agreement, proposed increase in authorised share capital and revision of expected timetable to the Open Offer
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Consolidation”	the consolidation of Existing Share(s) in the issued share capital of the Company whereby every two (2) issued Existing Shares of nominal value of HK\$0.10 each will be consolidated into one (1) Consolidated Share of nominal value of HK\$0.20 each
“Shareholder(s)”	the holder(s) of the Existing Shares, Consolidated Shares or New Shares, as the case may be
“Share Options”	share options granted by the Company pursuant to the share option schemes adopted by the Company on 26 August 2002 which entitled the holders to subscribe for new Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 9 September 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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.