

*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.*



## **SEEC MEDIA GROUP LIMITED**

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

**(Stock Code: 205)**

### **POLL RESULTS OF THE SGM HELD ON 20 NOVEMBER 2015**

The Board is pleased to announce that all Resolutions were duly passed as ordinary resolutions of the Company at the SGM held on 20 November 2015 by way of poll.

Reference is made to the circular (the “**Circular**”) of SEEC Media Group Limited (the “**Company**”) dated 4 November 2015 and the notice of the SGM dated 4 November 2015 (the “**Notice**”) in relation to, among others, the proposed Open Offer and the proposed Increase in Authorised Share Capital. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that at the SGM held on Friday, 20 November 2015, all the resolutions (the “**Resolutions**”) as set out in the Notice were duly passed as ordinary resolutions of the Company by way of poll.

As at the date of the SGM, the total number of Shares in issue was 1,062,257,586, of which 750,000 Shares (representing approximately 0.07% of the total issued share capital of the Company) are held by Mr. Wang Boming, 1,250,000 Shares (representing approximately 0.12% of the total issued share capital of the Company) are held by Mr. Dai Xiaojing and 750,000 Shares (representing approximately 0.07% of the total issued share capital of the Company) are held by Mr. Zhang Zhifang. Pursuant to the Listing Rules 7.24(5), Mr. Wang

Boming, Mr. Dai Xiaojing and Mr. Zhang Zhifang were required to abstain from voting in favour of the Open Offer. Accordingly, the total number of Shares entitling the holders to attend and vote in favour of the Open Offer at the SGM was 1,059,507,586.

As at the date of the SGM, no Shareholders were required to abstain from voting in respect of the Increase in Authorised Share Capital at the SGM and there were no Shares in respect of which their holders were entitled to attend and vote only against the resolutions at the SGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Increase in Authorised Share Capital at the SGM was 1,062,257,586.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM. The full text of the Resolutions is set out in the Notice. The poll results are as follows:

Ordinary resolutions		Number of votes (%)		Total number of votes
		For	Against	
1.	<p>To consider and, if thought fit, to approve</p> <p><b>“THAT</b></p> <p>(i) subject to and conditional upon the Capital Reorganisation (as defined in the circular of the Company dated 18 September 2015 (the <b>“Change of Domicile Circular”</b>)) becoming effective, with effect from the day of passing this ordinary resolution, the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.10 each (the <b>“Shares”</b>) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creation of 7,000,000,000 additional Shares (the <b>“Increase in Authorised Share Capital”</b>) which will, upon issue and being fully paid, rank pari passu in all respects with the Shares in issue; and</p> <p>(ii) any one or more of the directors of the Company (the <b>“Directors”</b>) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”</p>	216,303,699 (100%)	0 (0%)	216,303,699

Ordinary resolutions		Number of votes (%)		Total number of votes
		For	Against	
2.	<p>To consider and, if thought fit, to approve</p> <p>“<b>THAT</b> subject to the passing of resolution no. 1 above and conditional upon: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Offer Shares (as defined below) to be allotted and issued to the qualifying shareholders of the Company (the “<b>Qualifying Shareholders</b>”) whose names appear on the register of members of the Company on 2 December 2015 or such other date as may be determined and announced by the board of Director as the record date of the Open Offer (“<b>the Record Date</b>”) pursuant to the terms and conditions of the Open Offer (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 4 November 2015 (the “<b>Circular</b>”)); (b) the Capital Reorganisation (as defined in the Change of Domicile Circular) and the Increase in Authorised Share Capital (as defined in resolution no. 1 above) becoming effective; (c) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (d) the posting of the Prospectus Documents (as defined in the Circular) to Qualifying Shareholders on the Prospectus Posting Date; and (e) the fulfillment of the conditions set out in the underwriting agreement dated 19 August 2015 (as supplemented by the supplemental underwriting agreement dated 9 September 2015) (together, the “<b>Underwriting Agreement</b>”), entered into between the Company as issuer and Black Marble Securities Limited as underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms therein (a copy of the Underwriting Agreement had been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification),</p> <p>(i) the Underwriting Agreement and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p>	216,303,699 (100%)	0 (0%)	216,303,699

Ordinary resolutions		Number of votes (%)		Total number of votes
		For	Against	
(ii)	the issue by way of open offer (the “ <b>Open Offer</b> ”) of not less than 5,311,287,930 Shares and not more than 5,320,787,930 Shares (the “ <b>Offer Shares</b> ”) to the Qualifying Shareholders excluding those shareholders of the Company with registered addresses as shown on the register of members of the Company on the Record Date outside Hong Kong whom the Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas shareholders reside (the “ <b>Excluded Shareholders</b> ”) on the basis of five (5) Offer Shares for every one (1) Share then held on the Record Date at the subscription price of HK\$0.10 per Offer Share and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved and confirmed;			
(iii)	the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangement in relation to the Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and			
(iv)	any Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”			

*Note:* The number of votes and percentage of the voting as stated above are based on the total number of Shares of the Company held by the Shareholders who are not required to abstain from voting on the relevant Resolutions and attended and voted at the SGM in person, by authorised corporate representative(s) or by proxy(ies).

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

Hong Kong, 20 November 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.*