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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer 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 (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SEEC MEDIA GROUP LIMITED**

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

**(Stock Code: 205)**

**(1) PROPOSED CAPITAL REORGANISATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 30 March 2020 at 11:00 a.m. is set out on pages 15 to 17 of this circular.

Whether or not you intend to attend the meeting, 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 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 but in any event by 11:00 a.m. on Saturday, 28 March 2020 (Hong Kong time) or not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire. In such event, the instrument appointing a proxy will be deemed to be revoked.

13 March 2020

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## DEFINITIONS

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*In this circular, unless the context otherwise require, the following expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Business Day(s)”	a day (other than public holiday, a Saturday or Sunday) on which banks in Hong Kong are generally open for business
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Capital Reduction”	the cancellation of any fraction in the issued share capital of the Company arising as a result of the Share Consolidation (if applicable) and the proposed reduction of the par value of each of the then issued Consolidated Shares from HK\$2.00 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$1.99 on each of the then issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-division
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares on the Stock Exchange from 20,000 Existing Shares to 10,000 New Shares upon the Capital Reorganisation becoming effective
“Company”	SEEC Media Group Limited, a company incorporated in Cayman Islands and continued in Bermuda with limited liability and the issued Shares are listed on the main board of the Stock Exchange (stock code: 205)
“Companies Act”	the Companies Act 1981 of Bermuda
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$2.00 each in the share capital of the Company immediately after the Share Consolidation but before the Capital Reduction and the Share Sub-division becoming effective
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Existing Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries, from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 March 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“SGM”	the special general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 30 March 2020 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation, the notice of which is set out on pages 15 to 17 of this circular
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$2.00 each
“Share Option Scheme”	the share option scheme of the Company adopted on 11 May 2012

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## DEFINITIONS

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“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Consolidated Shares of par value of HK\$2.00 each into two hundred (200) New Shares of par value of HK\$0.01 each
“Shareholder(s)”	the holder(s) of the Existing Shares, the Consolidated Shares or the New Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## EXPECTED TIMETABLE

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*The expected timetable for implementation of the Capital Reorganisation is as follows:*

<b>Event</b>	<b>Time and date</b>
Latest time and date for lodging transfer document in order to qualify for attending and voting at the SGM . . . . .	4:30 p.m. on Tuesday, 24 March 2020
Book closure period to determine entitlements to attend and vote at the SGM (both days inclusive) . . . . .	Wednesday, 25 March 2020 to Monday, 30 March 2020
Latest time and date for lodging forms of proxy for the SGM . . . . .	11:00 a.m. on Saturday, 28 March 2020
Expected time and date of the SGM . . . . .	11:00 a.m. on Monday, 30 March 2020
Publication of announcement of poll results of the SGM . . . . .	Monday, 30 March 2020

**The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation:**

<b>Event</b>	<b>Time and date</b>
Expected effective date of the Capital Reorganisation . . . . .	Wednesday, 1 April 2020
First day for free exchange of existing share certificates for share certificates of the New Shares . . . . .	Wednesday, 1 April 2020
Commencement of dealings in the New Shares . . . . .	9:00 a.m. on Wednesday, 1 April 2020
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Wednesday, 1 April 2020
Temporary counter for trading in the New Shares in temporary board lots of 1,000 New Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Wednesday, 1 April 2020

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## EXPECTED TIMETABLE

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Original counter for trading in the New Shares  
in board lots of 10,000 New Shares  
(in the form of new share certificates) re-opens . . . . . 9:00 a.m. on  
Friday, 17 April 2020

Parallel trading in the New Shares  
(in the form of new share certificates in board  
lots of 10,000 New Shares and existing share  
certificates in board lots of 1,000 New Shares) commences . . . . . 9:00 a.m. on  
Friday, 17 April 2020

Designated broker starts to stand in  
the market to provide matching services for  
odd lots of the New Shares . . . . . 9:00 a.m. on  
Friday, 17 April 2020

Temporary counter for trading in the New Shares  
in temporary board lots of 1,000 New Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on  
Monday, 11 May 2020

Parallel trading in the New Shares  
(in the form of new share certificates in board  
lots of 10,000 New Shares and existing share  
certificates in board lots of 1,000 New Shares) ends . . . . . 4:10 p.m. on  
Monday, 11 May 2020

Designated broker ceases to provide matching services  
for odd lots of the New Shares . . . . . 4:10 p.m. on  
Monday, 11 May 2020

Last day for free exchange of existing share certificates for  
the share certificates of the New Shares . . . . . 4:30 p.m. on  
Wednesday, 13 May 2020

**All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.**

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## LETTER FROM THE BOARD

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### 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

13 March 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CAPITAL REORGANISATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 2 March 2020 in relation to the Capital Reorganisation and Change in Board Lot Size.

The purpose of this circular is to provide you with information regarding the proposed Capital Reorganisation and the proposed Change in Board Lot Size and to give you the notice of the SGM at which a special resolution will be proposed to consider and, if thought fit, approve the Capital Reorganisation.

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## LETTER FROM THE BOARD

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### PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division, details of which are as follows:

#### (1) Share Consolidation

Every twenty (20) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$2.00.

#### (2) Capital Reduction

The Capital Reduction will be effected immediately upon the Share Consolidation becoming effective, pursuant to which (i) 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 arising from the Share Consolidation; and (ii) the par value of each of the then issued Consolidated Shares will be reduced from HK\$2.00 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$1.99 on each of the then issued Consolidated Shares. The credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be applied towards setting off the accumulated losses of the Company as at the effective date of the Capital Reorganisation, the excess of which (if any) will be credited to the contributed surplus account of the Company within the meaning of the Companies Act.

#### (3) Share Sub-division

Immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$2.00 each will be sub-divided into two hundred (200) New Shares of par value of HK\$0.01 each.

#### Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.10 each, of which 6,373,545,516 Existing Shares have been issued and fully paid or credited as fully paid. Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Capital Reorganisation, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 100,000,000,000 New Shares of par value of HK\$0.01 each, of which 318,677,275 New Shares will be in issue and the aggregate par value of the issued share capital of the Company will be HK\$3,186,772.75 upon the Capital Reorganisation becoming effective.

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## LETTER FROM THE BOARD

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Based on the 6,373,545,516 Existing Shares in issue as at the Latest Practicable Date, a credit of HK\$634,167,778.85 will arise as a result of the Capital Reorganisation. It is proposed that the total credit arising in the accounts of the Company from the Capital Reorganisation will be applied towards setting off the accumulated losses of the Company upon the Capital Reorganisation becoming effective. Any excess of such credits will be transferred to the contributed surplus account of the Company which may be utilised by the Board in any manner as the Board may deem fit as may be permitted under the applicable laws and the Bye-laws.

Shareholders and potential investors of the Company 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.

Assuming no further Existing Shares will be issued or repurchased after the Latest Practicable Date but prior to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation and the share capital structure of the Company is summarised below:

	<b>As at the Latest Practicable Date</b>	<b>Immediately after the Capital Reorganisation</b>
Par value	HK\$0.10 per Existing Share	HK\$0.01 per New Share
Authorised share capital	HK\$1,000,000,000.00	HK\$1,000,000,000.00
Number of authorised shares	10,000,000,000 Existing Shares	100,000,000,000 New Shares
Number of issued shares	6,373,545,516 Existing Shares	318,677,275 New Shares
Issued share capital	HK\$637,354,551.60	HK\$3,186,772.75

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## LETTER FROM THE BOARD

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Other than the relevant expenses, including but not limited to professional fees and printing charges to be incurred, the implementation of the Capital Reorganisation and the Change in Board Lot Size will have no material effect on the consolidated net asset value of the Group, nor will they alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, save for any fractional New Shares to which Shareholders may be entitled. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

### **Status of the New Shares**

All New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other in accordance with the Bye-laws and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

### **Fractional entitlement to New Shares**

Any fractional Shares arising from the Share Consolidation will not be allocated to the Shareholders. Any fractional entitlement to the Consolidated Shares will be aggregated, sold and retained for the benefits of the Company.

### **Conditions of the Capital Reorganisation**

The Capital Reorganisation is conditional upon:

- (1) the passing of the necessary special resolution by the Shareholders to approve the Capital Reorganisation at the SGM;
- (2) the Stock Exchange granting the listing of, and the permission to deal in, the New Shares arising from the Capital Reorganisation; and
- (3) the compliance with the relevant procedures and requirements under the Companies Act and the Listing Rules to effect the Capital Reorganisation.

Assuming the above conditions are fulfilled on or before the date of the SGM, the Capital Reorganisation is expected to become effective on the second Business Day immediately after the date of passing of the relevant special resolution approving the Capital Reorganisation at the SGM.

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## LETTER FROM THE BOARD

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### **Listing and dealings**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation.

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 on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other in accordance with the Bye-laws as to all future dividends and distributions which are to be declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading in Shares on the Stock Exchange from 20,000 Existing Shares to 10,000 New Shares conditional upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.012 per Existing Share (equivalent to the theoretical closing price of HK\$0.24 per New Share) as at the Latest Practicable Date, the value of each original board lot of the Existing Shares is HK\$240 and the theoretical market value of each new board lot of the New Shares, assuming the Capital Reorganisation had become effective, would be HK\$2,400.

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## LETTER FROM THE BOARD

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### REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

#### Share Consolidation

Pursuant to Rule 13.64 of Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 has stated that market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

Taking into account of the closing price of HK\$0.012 per Share on 9 March 2020 (being the Latest Practicable Date), the Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules.

The Share Consolidation will increase the par value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size or may have dilutive effect on the value of the Shares, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### **Capital Reduction and Share Sub-division**

The Company is prohibited from issuing new Shares at below its par value. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the par value of the Consolidated Shares will be HK\$2.00 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the par value of the New Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. Furthermore, the credit in the contributed surplus account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by the Companies Act and the Bye-laws. The Board considers that the Capital Reduction and the Share Sub-division is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **Change in Board Lot Size**

Subject to the Capital Reorganisation becoming effective, the Board also proposes to change the board lot size for trading in Shares on the Stock Exchange from 20,000 Existing Shares to 10,000 New Shares. The Board considers that the Change in Board Lot Size will reduce the board lot value of the New Shares after the Capital Reorganisation becoming effective and therefore will result in higher liquidity of the New Shares. The Board is also of the view that by adjusting the board lot size to 10,000 New Shares, it will yield the benefit of reducing the number of odd lot shares created per new board lot compared to the other board lot size options while maintaining the goals of the Capital Reorganisation and Change in Board Lot Size as mentioned above. The Board considers that the Change in Board Lot Size is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **Exchange of share certificates**

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Wednesday, 1 April 2020 until Wednesday, 13 May 2020 (both days inclusive), submit share certificates for the Existing Shares (in green colour) to the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at the expense of the Company, for new share certificates of the New Shares (in red colour) (on the basis of twenty (20) Existing Shares for one (1) New Share). Thereafter, certificates of Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:30 p.m. on Wednesday, 13 May 2020, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

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## LETTER FROM THE BOARD

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### **ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS**

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company has appointed a securities firm as agent to provide matching services, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of the holding of odd lots of the New Shares. Shareholders who wish to take advantage of this facility should contact Suncorp Securities Limited at room 3616, 36/F, Cosco Tower, 183 Queen's Road Central, Hong Kong at telephone number 3899 1808 from 9:00 a.m. on Friday, 17 April 2020 to 4:10 p.m. on Monday, 11 May 2020 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed.

Please refer to the section headed "EXPECTED TIMETABLE" on pages 4 to 5 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the New Shares.

### **BOOK CLOSURE FOR DETERMINING ENTITLEMENTS TO ATTEND AND VOTE AT THE SGM**

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed for registration from Wednesday, 25 March 2020 to Monday, 30 March 2020, both days inclusive. In order to be eligible to attend and vote at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 March 2020.

### **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

As at the Latest Practicable Date, there are outstanding share options for subscription of 637,200,000 Existing Shares at the exercise price of HK\$0.10 under the Share Option Scheme. The Share Consolidation will lead to adjustments to the exercise price and/or the number of Consolidated Shares falling to the issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme and the Listing Rules.

Upon the Share Consolidation becoming effective, the outstanding share options will entitle the holders thereof to subscribe for up to 31,860,000 Consolidated Shares in in the exercise price of HK\$2.00 per Consolidated Share.

Save for the aforesaid, the Company had no other outstanding options, warrants or securities in issue which are convertible or exchangeable into Share as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### **SPECIAL GENERAL MEETING**

The SGM will be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong at 11:00 a.m. on Monday, 30 March 2020, the notice of which is set out on pages 15 to 17 of this circular, for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and as such, no Shareholder is required to abstain from voting on the special resolution to be proposed at the SGM.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by 11:00 a.m. on Saturday, 28 March 2020 or not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof 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. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM (or any adjournment thereof) in person should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### **RECOMMENDATION**

The Board considers that the Capital Reorganisation is in the interest of the Company and the Shareholders as a whole and so recommends all Shareholders to vote in favour of the special resolution approving the Capital Reorganisation 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.

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

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## NOTICE OF SPECIAL GENERAL MEETING

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### 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** a 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, Central, Hong Kong on Monday, 30 March 2020 at 11:00 a.m. for considering and if thought fit, passing the following resolution as a special resolution of the Company:

### SPECIAL RESOLUTION

“**THAT**, conditional upon (i) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (the “Companies Act”) to effect the Capital Reduction (as defined below) and; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the New Shares (as defined below) in issue, with effect from the second business day immediately following the date of passing this resolution or the above conditions are fulfilled (whichever is the later) (the “Effective Date”):

- (a) every twenty (20) issued and unissued share of the Company of par value of HK\$0.10 (the “Existing Shares”) each in the share capital of the Company will be consolidated into one (1) consolidated share of par value of HK\$2.00 each (the “Consolidated Share”) in share capital of the Company (the “Share Consolidation”);
- (b) immediately upon the Share Consolidation becoming effective, (i) 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; and (ii) the par value of each of the then issued Consolidated Shares will be reduced from HK\$2.00 to HK\$0.01 (the “New Shares” and each a “New Share”) by cancelling the paid up capital of the Company to the extent of HK\$1.99 on each of the then issued Consolidated Shares (the “Capital Reduction”);
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$2.00 each will be sub-divided into two hundred (200) New Shares of par value of HK\$0.01 each (the “Share Sub-division”, together with the Share Consolidation and Capital Reduction, shall comprise the “Capital Reorganisation”);

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## NOTICE OF SPECIAL GENERAL MEETING

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- (d) all New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other;
- (e) the credits arising from the Capital Reduction will be applied towards setting off the accumulated losses of the Company as at the Effective Date, the excess of which (if any) will be credited to the contributed surplus account of the Company within the meaning of the Companies Act (the “**Contributed Surplus Account**”) and the board of directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) any one of the Directors be and is hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient to complete, implement and give effect to any and all the arrangements in relation to the Capital Reorganisation and (where applicable) to aggregate all fractional New Shares and sell them for the benefits of the Company.”

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

Hong Kong, 13 March 2020

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

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## NOTICE OF SPECIAL GENERAL MEETING

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*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 Saturday, 28 March 2020. 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 Wednesday, 25 March 2020 to Monday, 30 March 2020 (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 Tuesday, 24 March 2020.
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.