

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)

DISCLOSEABLE TRANSACTION IN RELATION TO PROPOSED SUBSCRIPTIONS UNDER THE PROPOSED RIGHTS ISSUE OF ASIA-PAC FINANCIAL INVESTMENT COMPANY LIMITED

Reference is made to the announcement of Asia-Pac Financial Investment Company Limited dated 5 November 2020 in relation to the APFI Rights Issue.

The Company is indirectly interested (through its wholly-owned subsidiary, Laberie) in 70,000,000 shares of APFI, representing approximately 24.02% of the shares of APFI in issue as at the date of this announcement. Laberie has irrevocably undertaken in the Irrevocable Undertaking, among other things, (i) to take up all of the assured entitlements to the APFI Rights Shares in respect of shares of APFI beneficially owned by Laberie as at the date of the Irrevocable Undertaking pursuant to the terms of the APFI Rights Issue provided that the total number of APFI Rights Shares to be subscribed by Laberie under the APFI Rights Issue will be scaled down to the extent that Laberie will not trigger a general offer obligation in accordance to the note to Rule 10.26(2) of the GEM Listing Rules; and (ii) Laberie will not dispose of or transfer any interests in the APFI (including shares of APFI) from the date of the Irrevocable Undertaking up to and including the date on which the APFI Rights Issue has become unconditional or the date on which the APFI announces that the APFI Rights Issue will not proceed, whichever is earlier.

As one of the applicable percentage ratios as defined under the Listing Rules in respect of the Company's irrevocable undertaking to subscribe for the APFI Rights Shares under the Irrevocable Undertaking is more than 5% but less than 25%, the giving of the Irrevocable Undertaking may constitute a discloseable transaction for the Company and is subject to the reporting and announcement requirements under the Listing Rules.

Reference is made to the announcement of APFI dated 5 November 2020 in relation to the APFI Rights Issue.

The Company is indirectly interested (through its wholly-owned subsidiary, Laberie) in 70,000,000 shares of APFI, representing approximately 24.02% of the shares of APFI in issue as at the date of this announcement. Laberie has irrevocably undertaken in the Irrevocable Undertaking, among other things, (i) to take up all of the assured entitlements to the APFI Rights Shares in respect of shares of APFI beneficially owned by Laberie as at the date of the Irrevocable Undertaking pursuant to the terms of the APFI Rights Issue provided that the total number of APFI Rights Shares to be subscribed by Laberie under the APFI Rights Issue will be scaled down to the extent that Laberie will not trigger a general offer obligation in accordance to the note to Rule 10.26(2) of the GEM Listing Rules; and (ii) Laberie will not dispose of or transfer any interests in the APFI (including shares of APFI) from the date of the Irrevocable Undertaking up to and including the date on which the APFI Rights Issue has become unconditional or the date on which the APFI announces that the APFI Rights Issue will not proceed, whichever is earlier.

PRINCIPAL TERMS OF THE APFI RIGHTS ISSUE

Basis of the APFI Rights Issue	:	Three (3) APFI Rights Shares for every one (1) share of APFI on the Record Date
Subscription Price	:	HK\$0.05 per APFI Rights Share
Number of shares of APFI in issue as at the date of this announcement	:	291,477,930 shares
Number of APFI Rights Shares	:	Up to 874,433,790 APFI Rights Shares (assuming no change in the number of shares of APFI in issue on or before the Record Date)
Number of APFI Rights Shares undertaken to be taken up by the Group	:	Laberie has irrevocably undertaken to take up all of the assured entitlements of 210,000,000 APFI Rights Shares (representing approximately 24.02% of the total APFI Rights Shares to be provisionally allotted by APFI) in respect of 70,000,000 shares of APFI beneficially owned by Laberie as at the date of the Irrevocable Undertaking pursuant to the terms of the APFI Rights Issue provided that the total number of APFI Rights Shares to be subscribed by Laberie under the APFI Rights Issue will be scaled down to the extent that Laberie will not trigger a general offer obligation in accordance to the note to Rule 10.26(2) of the GEM Listing Rules

The APFI Rights Issue is subject to a number of conditions, comprising (in summary) (a) the passing by the shareholders of APFI at its extraordinary general meeting of the necessary resolution(s) to approve the increase in authorised share capital of APFI, the APFI Rights Issue, and the transactions contemplated thereunder; (b) the proposed capital reorganisation of APFI having become effective; (c) the increase in authorised share capital of APFI having become effective; (d) the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the APFI Rights Shares; (e) the delivery to the Stock Exchange and the filing and registration with the Registrar of Companies in Hong Kong respectively the prospectus documents of the APFI Rights Issue; (f) the posting of the prospectus documents relating to the APFI Rights Issue; and (g) compliance with and performance of all undertakings and obligations of Laberie under the Irrevocable Undertaking in all material respects.

The Subscription Price was determined by APFI with reference to, among other things, the recent market price of the shares of APFI, the prevailing market conditions, recent rights issue exercises in the market, the loss attributable to owners of the APFI for the financial year ended 31 March 2020 and the amount of funds and capital needs and the reasons for the APFI Rights Issue as stated in the announcement of APFI dated 5 November 2020 in relation to the APFI Rights Issue.

THE IRREVOCABLE UNDERTAKING

Date

5 November 2020

Parties

- (1) Laberie
- (2) APFI

Pursuant to the Irrevocable Undertaking, Laberie, which is directly interested in 70,000,000 shares of APFI, representing approximately 24.02% of the shares of APFI in issue as at the date of this announcement, has irrevocably undertaken to APFI, among other things:

- (i) to take up all of the assured entitlements to the APFI Rights Shares in respect of shares of APFI beneficially owned by Laberie as at the date of the Irrevocable Undertaking pursuant to the terms of the APFI Rights Issue provided that the total number of APFI Rights Shares to be subscribed by Laberie under the APFI Rights Issue will be scaled down to the extent that Laberie will not trigger a general offer obligation in accordance to the note to Rule 10.26(2) of the GEM Listing Rules; and
- (ii) Laberie will not dispose of or transfer any interests in the APFI (including shares of APFI) from the date of the Irrevocable Undertaking up to and including the date on which the APFI Rights Issue has become unconditional or the date on which the APFI announces that the APFI Rights Issue will not proceed, whichever is earlier.

FINANCIAL INFORMATION OF APFI

Based on the audited consolidated financial statements of APFI: (i) as at 31 March 2020, the net asset value of APFI was approximately HK\$123.5 million; and (ii) for the year ended 31 March 2020, the loss attributable to owners of APFI was approximately HK\$126.5 million.

REASONS FOR AND BENEFITS OF ENTERING INTO THE IRREVOCABLE UNDERTAKING

As disclosed in the announcement of APFI today, although the outbreak of COVID-19 in early 2020 severely affected the economic activities in the People's Republic of China and even the whole world, most of the projects performed by the APFI were obtained before the outbreak and APFI has taken effective measures to ensure the implementation of the projects. As a result, the operating performance of APFI was not significantly affected by the epidemic. On the other hand, the directors of APFI considered that the APFI Rights Issue represents an opportunity for APFI to repay certain borrowings to be due so as to relieve its financial burden and reduce future financing costs and provides a good opportunity for APFI to strengthen its capital base and to enhance its financial position.

In light of the net assets value and the future prospects of APFI, the Company considers that it is in the best interests of the Company that APFI Rights Issue should proceed and that the financial position of APFI which is a significant investment of the Company should be strengthened. The subscription of the APFI Rights Shares to be provisionally allotted to Laberie pursuant to the terms of the APFI Rights Issue will enable the Group to maintain its percentage stake of the shares in the APFI. Entering into the Irrevocable Undertaking demonstrates the Company's positive view and support towards the APFI Rights Issue.

The Directors believe that the terms of the Irrevocable Undertaking are fair and reasonable, and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios as defined under the Listing Rules in respect of the Company's irrevocable undertaking to subscribe for the APFI Rights Shares under the Irrevocable Undertaking is more than 5% but less than 25%, the giving of the Irrevocable Undertaking may constitute a discloseable transaction for the Company and is subject to the reporting and announcement requirements under the Listing Rules.

Shareholders should note that subscriptions under the Irrevocable Undertaking are subject to the satisfaction of various conditions under the APFI Rights Issue. Accordingly, the subscriptions under the Irrevocable Undertaking may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.

GENERAL INFORMATION

The principal activity of the Company is investment holding. Its principal subsidiaries and joint ventures are 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 People's Republic of China and in Hong Kong.

APFI was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange. APFI is an investment holding company while the principal activities of its subsidiaries are provision of asset advisory service and asset appraisal, provision of corporate services and consultancy services, provision of media advertising and provision of financial services.

DEFINITIONS

Unless the context otherwise requires, the capitalised terms used in this announcement shall have the following meanings:

“APFI”	Asia-Pac Financial Investment Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM of the Stock Exchange (stock code: 8193)
“APFI Rights Issue”	the proposed issue of APFI by way of rights of three (3) APFI Rights Shares for every one (1) share of APFI in issue on the Record Date at the Subscription Price
“APFI Rights Shares”	up to 874,433,790 new shares of APFI (assuming no change in the number of Share Stapled Units in issue on or before the Record Date) proposed to be allotted and issued under the APFI Rights Issue
“Board”	the board of Directors
“Company”	SEEC Media Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 205)
“COVID-19”	the coronavirus disease 2019
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Irrevocable Undertaking”	a letter of irrevocable undertaking executed by the Company on 5 November 2020 in favour of APFI, the principal terms of which are disclosed in the section headed “The Irrevocable Undertaking” in this announcement
“Laberie”	Laberie Holdings Limited, a wholly-owned subsidiary of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Monday, 28 December 2020 or such other date as the APFI may determine, being the date by reference to which APFI’s shareholders’ entitlements to the APFI Rights Issue are to be determined
“Shares”	the ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.05 per APFI Rights Share under the APFI Rights Issue
“%”	per cent

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

Hong Kong, 5 November 2020

As at the date of this announcement, the Board comprises Mr. Li Leong, Mr. Li Xi, Mr. Li Zhen, Mr. Zhang Zhifang and Mr. Zhou Hongtao as the executive directors and Mr. Law Chi Hung, Mr. Leung Tat Yin and Mr. Wong Ching Cheung as the independent non-executive directors.