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**SEEC MEDIA GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 205)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO A SUBSCRIPTION OF SHARES  
AND  
RESUMPTION OF TRADING**

**THE SUBSCRIPTION**

On 9 July 2015 (after trading hours), the Subscriber, being a direct wholly-owned subsidiary of the Company and GC entered into the Share Subscription Agreement, pursuant to which GC has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe, 1,400,000,000 Subscription Shares at the consideration of HK\$140 million. The Subscription Shares represent approximately 163.18% of the issued share capital of GC as at the date of the Share Subscription Agreement and approximately 28.82% of the enlarged issued share capital of GC.

**IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription is more than 5% but less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules but exempt from Shareholders approval requirement.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on Friday, 10 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 13 July 2015.

**Shareholders and potential investors should be aware that Completion of the Subscription is subject to certain conditions, as set out in the subsection headed “Conditions Precedent” in this announcement being satisfied, and consequently the Subscription may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

On 9 July 2015 (after trading hours), the Subscriber, being a direct wholly-owned subsidiary of the Company and GC entered into the Share Subscription Agreement, pursuant to which GC has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe, 1,400,000,000 Subscription Shares at the consideration of HK\$140 million. The Subscription Shares represent approximately 163.18% of the issued share capital of GC as at the date of the Share Subscription Agreement and approximately 28.82% of the enlarged issued share capital of GC.

Principal terms of the Share Subscription Agreement are set out below:

### **THE SHARE SUBSCRIPTION AGREEMENT**

Date : 9 July 2015 (after trading hours)

Parties : (1) Laberie Holdings Limited, a company incorporated in the British Virgin Islands with limited liability

(2) GC

As at the date of this announcement, the Subscriber is a direct wholly-owned subsidiary of the Company.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, GC and its ultimate beneficial owners, are third parties independent of and not connected with the Company and its connected persons.

## **Subscription Shares**

Subject to fulfilment of the conditions of the Subscription and the terms set out in the Share Subscription Agreement, GC has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe, 1,400,000,000 Subscription Shares at the consideration of HK\$140 million. The Subscription Shares represent approximately 163.18% of the issued share capital of GC as at the date of the Share Subscription Agreement and approximately 28.82% of the enlarged issued share capital of GC.

The Subscription Shares, when issued and fully paid up, shall rank pari passu in all respects with all other Shares then in issue and in particular, will rank in full for all dividends and other distributions declared, made or paid at any time on or after the date of the issue of the 1,400,000,000 Subscription Shares.

## **Consideration**

Pursuant to the terms of the Share Subscription Agreement, the consideration shall be HK\$140 million, which shall be paid in cash by the Subscriber to GC on the date of the Completion of the Subscription. The consideration was determined by GC and the Subscriber after arm's length negotiations and after taking into consideration of the financial performance of GC as set out in the annual report for the financial year ended 31 March 2015 and the net assets per share of GC of approximately HK\$0.16 as well as the future prospects of GC's valuation and financial services business. The consideration will be satisfied by internal resources of the Group.

## **Conditions Precedent**

Completion of the Subscription is subject to fulfilment by GC of the following conditions to the satisfaction of, or waiver in writing thereof by, the Subscriber:

- (a) the duly passing of the following resolutions at the extraordinary general meeting by the shareholders of GC (such shareholders as are allowed to vote under the Listing Rules) in accordance with the charter documents of GC and applicable laws in relation to this Agreement and the transactions contemplated hereunder:
  - (i) the specific mandate for the allotment and issue of the Subscription Shares;
  - (ii) the approval of this Agreement and the transactions contemplated thereto; and

- (iii) the increase in the authorised share capital from HK\$20,000,000 comprising 2,000,000,000 shares of HK\$0.01 each to HK\$100,000,000 comprising 10,000,000,000 shares of HK\$0.01 each;
- (b) the listing of, and permission to deal in, all the Subscription Shares being granted by the Listing Committee of the Stock Exchange (either unconditionally or subject to conditions which are acceptable to both GC and the Subscriber) and such listing and permission not subsequently being revoked prior to and on the Completion date;
- (c) the shares of GC remaining listed on the Stock Exchange at all times prior to Completion date, save as suspension on account of clearance of any announcement, circular and related documents in respect of any of the transaction contemplated hereunder;
- (d) all consents and approval of any relevant governmental authority in Hong Kong and other relevant jurisdiction which are necessary for the entering into and implementation of this Agreement and the transaction contemplated hereunder having been obtained;
- (e) there not having been, at any time before the Completion date:
  - (i) any material adverse change which is material in the context of the Subscription;  
and
  - (ii) the occurrence of any event or the existence of any circumstance which would render any of the representations, warranties untrue or inaccurate or misleading in any respect;
- (f) the Subscriber being satisfied as to the liabilities and obligations of GC as at the date of Completion;
- (g) completion of the placing of not less than 2,600,000,000 shares having been duly placed out by Yim Cheong Share Broking and Investment Company Limited; and
- (h) the placing agreement becoming unconditional in all respects, other than the condition therein requiring this Agreement to become unconditional.

In the event that any one of the conditions precedent to this Agreement are not fulfilled by GC or waived in writing by the Subscriber by 30 September 2015, or such later date as may be agreed in writing between GC and the Subscriber, this Agreement shall immediately terminate and all rights, obligations and liabilities of the parties in respect of or under this Agreement shall cease and terminate.

## **Completion**

Completion of the Subscription shall take place on the date on which all the conditions set out in the Share Subscription Agreement shall have been satisfied or waived by the Subscriber (or such other time and date as the Subscriber and GC may agree).

Payment is made upon the Completion of the Subscription which shall be subscribed in cash.

## **INFORMATION ON GC**

GC is an investment holding company, whose shares are listed on the Growth Enterprise Market of the Stock Exchange, (Stock Code: 8193), and is principally engaged in (i) asset advisory services and asset appraisal; (ii) corporate services and consultancy, (iii) media advertising; and (iv) financial services, including money lending and has a money lending licence.

The following is the financial information of GC as extracted from its annual report for the financial year ended 31 March 2015.

	<b>For the year ended 31 March 2015 (HK\$'000)</b>	<b>For the year ended 31 March 2014 (HK\$'000)</b>
(Loss)/profit before taxation	(125,626)	27,108
(Loss)/profit after taxation	(127,227)	31,282
Total assets	261,710	159,326

## **INFORMATION ON THE COMPANY AND THE GROUP**

The Company is an investment holding company. The Group is principally engaged in the provision of advertising agency services, distribution of books and magazines in the People's Republic of China and securities trading in Hong Kong.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

As aforementioned, one of the Group's principal lines of businesses is media relation services. The Directors are of the view that the Subscription would strongly complement the Group's media services activities and provide both synergistic benefits as well as a way to establish both vertical and horizontal integration of its activities.

The Company is of the view that the Subscription in GC will fit into the Group's business activities. In addition, the Company has also taken into account the discount of the net assets value per share of GC of approximately HK\$0.16 against the Subscription Price of HK\$0.1 per Subscription Share and the future performance of GC's businesses in arriving at the Subscription Price.

The Directors hold a positive view towards the investment in GC and the Directors believe that the Subscription would bring positive returns to the Group in the long run. Therefore, the Board considers that the terms of the Subscription are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription is more than 5% but less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules but exempt from Shareholders approval requirement.

**Shareholders and potential investors should be aware that completion of the Subscription is subject to certain conditions, as set out in the subsection headed "Conditions Precedent" in this announcement, being satisfied, and consequently the Subscription may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on Friday, 10 July 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 13 July 2015.

## **DEFINITIONS**

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

“Board”	the board of the Directors
“Company”	SEEC Media Group Limited (Stock Code: 205), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription pursuant to the Share Subscription Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“GC”	GreaterChina Professional Services Limited (Stock Code: 8193), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Subscription Agreement”	the share subscription agreement dated 9 July 2015 made between GC and the Subscriber in relation to the Subscription
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Laberie Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
“Subscription”	the subscription of the 1,400,000,000 Subscription Shares pursuant to the Share Subscription Agreement
“Subscription Shares”	1,400,000,000 new share(s) of GC to be allotted and issued to the Subscriber pursuant to the Share Subscription Agreement
“Subscription Price”	HK\$0.1 each in the Subscription Share, at which the Subscriber and/or its nominee may subscribe for the Subscription Shares
“%”	per cent

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

Hong Kong, 10 July 2015

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Suen Man Simon, Mr. Zhou Hongtao and Mr. Li Leong; and three independent non-executive Directors, namely Mr. Ding Yu Cheng, Mr. Law Chi Hung and Ms. Wensy Ip.*