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If you are in 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, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the same or transfer was effected for transmission to the purchaser or transferee.

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SEEC Media Group Limited
財訊傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

DISCLOSEABLE AND CONNECTED TRANSACTION

15 September 2006

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Acquisition”	the acquisition under the Transfer Agreement
“associates”	has the meaning ascribed thereto under the Listing Rules
“Beijing Caixun”	北京財訊廣告有限公司 (Beijing Caixun Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Beijing Liancheng I&C”	北京聯誠投資諮詢有限公司 (Beijing Liancheng Investment Consultant Company Limited*), a limited liability company established under the laws of the PRC
“Beijing Lianzheng”	北京聯証信息科技有限有限公司 (Beijing Lianzheng Information & Technology Company Limited*), a limited liability company established under the laws of the PRC
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability
“Connected Persons”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration payable under the Transfer Agreement
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time and “member of the Group” shall be construed accordingly
“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

* *for identification purposes only*

DEFINITIONS

“Jingzheng Ronglian Advertising”	北京金証榮聯廣告有限公司 (Beijing Jingzheng Ronglian Advertising Company Limited*), a domestic limited liability company established under the laws of the PRC
“Latest Practicable Date”	13 September 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	Model Code for Securities Transactions by Directors of Listed Companies
“Parties”	the Vendors and the Purchasers
“Percentage Ratios”	have the meanings ascribed thereto under Rule 14.04(9) of the Listing Rules
“PRC”	The People’s Republic of China which excludes Hong Kong for the purposes of this circular
“Purchasers”	Shenzhen Caixun and Beijing Caixun
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shanghai SEEC”	上海聯辦投資發展有限公司 (Shanghai SEEC Investment and Development Corporation*), a domestic limited liability company established under the laws of the PRC
“Share”	share of HK\$0.10 in the capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Shenyang Lianya”	瀋陽聯亞實業發展公司 (Shenyang Lianya Industrial Development Corporation*), a collectively-owned enterprise established under the laws of the PRC
“Shenzhen Caixun”	深圳財訊廣告有限公司 (Shenzhen Caixun Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company
“Transfer Agreement”	the registered capital transfer agreement dated 6 September 2006 entered into between the Purchasers and the Vendors
“Vendors”	Shanghai SEEC and Beijing Lianzheng
“%”	per cent

For the purposes of this circular, unless otherwise indicated, the exchange rate at HK\$1=RMB1.03 has been used, where applicable, for purpose of illustration only and do not constitute a representation that any amount have been, could have been or may be exchanged.



SEEC Media Group Limited
財訊傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

Directors:

Executive Directors:

Mr. WANG Boming (*Chairman*)
Mr. ZHANG Zhifang
Mr. DAI Xiaojing
Mr. LI Shijie
Mr. LAU See Him Louis

Registered office:

P. O. Box 897 GT
Second Floor
One Capital Place
Grand Cayman
Cayman Islands
British West Indies

Independent Non-executive Directors:

Mr. FU Fengxiang
Mr. WANG Xiangfei
Mr. GE Ming
Mr. DING Yu Cheng

*Principal office of business
in Hong Kong:*

Room 2502
Alexandra House
18 Chater Road
Central, Hong Kong

15 September 2006

To the Shareholders

Dear Sir/Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

1. INTRODUCTION

The Directors announced on 6 September 2006, Shenzhen Caixun and Beijing Caixun entered into the Transfer Agreement with Shanghai SEEC and Beijing Lianzheng whereby Shenzhen Caixun and Beijing Caixun conditionally agreed to purchase, and Shanghai SEEC and Beijing Lianzheng conditionally agreed to sell, 80% and 20% interest of the registered capital in Jingzheng Ronglian Advertising respectively at an aggregate consideration of RMB2,000,000 (approximately HK\$1,941,748) to be satisfied by cash. The Consideration was agreed after arm's length negotiations among the Parties with reference to the total paid-up registered capital of Jingzheng Ronglian Advertising. Under the Transfer Agreement, the Parties have agreed that immediately after the execution of the Transfer Agreement all the then existing assets (excluding the paid-up registered capital of Jingzheng Ronglian Advertising) and liabilities will be transferred to third party(ies) procured by the Vendors. The Purchasers in effect are purchasing the bare shelf of Jingzheng Ronglian Advertising with its paid-up registered capital.

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As each of the Percentage Ratios (other than profits ratio) is less than 25% and the total Consideration is less than HK\$10,000,000, the Acquisition constitutes a discloseable and connected transaction for the Company under the Listing Rules and the Company is exempt from independent shareholders approval requirement but only subject to the reporting and announcement requirements under Chapters 14 and 14A of the Listing Rules.

The purpose of this circular is to provide you with further information in respect of the Transfer Agreement and other information as required under the Listing Rules.

2. TRANSFER AGREEMENT

Date

6 September 2006

Parties

- (a) Shanghai SEEC and Beijing Lianzheng as Vendors; and
- (b) Shenzhen Caixun and Beijing Caixun as Purchasers.

Interest to be acquired

The entire registered capital of Jingzheng Ronglian Advertising of RMB2,000,000 (approximately HK\$1,941,748).

Consideration

RMB2,000,000 (approximately HK\$1,941,748)

Basis of the consideration

The Consideration was agreed after arm's length negotiations among the Parties and with reference to the total paid-up registered capital of Jingzheng Ronglian Advertising.

Payment

The Consideration shall be paid in cash by the Purchasers to the Vendors on the date of completion of the Transfer Agreement.

Conditions precedent

The Transfer Agreement is conditional upon:

- (a) the registration and approval of the Acquisition by the relevant State Administration for Industry and Commerce in the PRC;

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- (b) the Purchasers having received a PRC legal opinion from their lawyers as to PRC law in connection with the transactions contemplated by the Transfer Agreement; and
- (c) all the requirements of the Stock Exchange under the Listing Rules in connection with the transactions contemplated by the Transfer Agreement having been complied with.

Completion

Subject to the above conditions, completion of the Transfer Agreement shall take place within five business days immediately after the conditions precedent have been fulfilled.

Assets and liabilities not acquired

The Parties have agreed that immediately after the execution of the Transfer Agreement, all the then existing assets (excluding the paid-up registered capital of RMB2,000,000 (approximately HK\$1,941,748) of Jingzheng Ronglian Advertising) and liabilities of Jingzheng Ronglian Advertising including, without limitation, all the existing advertising contracts then currently entered into by Jingzheng Ronglian Advertising shall be transferred to third party(ies) procured by the Vendors. Prior to the completion of such transfers, the Vendors shall be entitled to receive all the benefits and to bear all the obligations in connection with such assets and liabilities of Jinzheng Ronglian Advertising. Accordingly, the Purchasers shall not have any right or bear any responsibilities in connection with such assets and liabilities of Jingzheng Ronglian Advertising.

Indemnity

The Vendors have agreed that they shall unconditionally and irrevocably indemnify the Purchasers for all losses, claims, damages, costs (including legal costs) and liabilities that may be suffered and incurred by or made against the Purchasers in connection with the said transfers.

3. REASONS FOR THE ACQUISITION

Jingzheng Ronglian Advertising is a company which carries on the advertising agency business in the PRC. The Directors consider that the Acquisition will add another advertising agency company to the Group and provide an opportunity for the Group to expand its advertising agency business in the PRC in future. The Company intends that Jingzheng Ronglian Advertising will continue to be engaged in advertising agency business. If opportunities arise, it is the intention of the Group to utilise Jingzheng Ronglian Advertising to engage in providing advertising agency services in relation to magazines circulated in the PRC. Jingzheng Ronglian Advertising has been established in the PRC for over eight years and has acted as advertising agents for a number of magazines circulated in the PRC. Over the years, Jingzheng Ronglian Advertising has established a good and reliable reputation and is well known in the advertising market in the PRC.

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It is agreed under the Transfer Agreement that the Vendors will only sell the bare shelf of Jingzheng Ronglian Advertising with its paid-up registered capital to the Purchasers. Apart from the above, the Vendors will not sell, and the Purchasers will not purchase, any other assets and liabilities of Jingzheng Ronglian Advertising.

Based on the unaudited management accounts of Jingzheng Ronglian Advertising for the six months ended 30 June 2006, the net deficit of Jingzheng Ronglian Advertising was approximately RMB29,574,000 (approximately HK\$28,713,000). For the year ended 31 December 2004, the net losses both before and after taxation and extraordinary items of Jingzheng Ronglian Advertising were approximately RMB8,634,000 (approximately HK\$8,383,000). For the year ended 31 December 2005, the net losses both before and after taxation and extraordinary items of Jingzheng Ronglian Advertising were approximately RMB12,935,000 (approximately HK\$12,558,000). In view of these net losses, the Directors considered that it is not attractive for the Group to purchase the underlying assets and liabilities of Jingzheng Ronglian Advertising.

Upon completion of the Transfer Agreement, the Group will be interested in 100% of the registered capital of Jingzheng Ronglian Advertising.

4. INFORMATION ON THE VENDORS

Each of Shanghai SEEC and Beijing Lianzheng is principally engaged in the business of investment consulting.

Shanghai SEEC is owned as to 59% by Shenyang Lianya and 41% by two other PRC corporations. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, these PRC corporations and their ultimate beneficial owners are third parties independent of the Company and Connected Persons of the Company.

Shenyang Lianya is owned by 50 of its staff, including four of the Directors, namely Messrs. Wang Boming, Zhang Zhifang, Dai Xiaojing and Li Shijie. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, these 50 staff (except Messrs. Wang Boming, Zhang Zhifang, Dai Xiaojing, Li Shijie) are third parties independent of the Company and Connected Persons of the Company.

Since Mr. Wang Boming controls the management of Shenyang Lianya which in turn controls Shanghai SEEC, Shanghai SEEC becomes an associate of Mr. Wang Boming under Rule 1.01 of the Listing Rules and hence a Connected Person of the Company under the Listing Rules.

Further, the entire registered capital of Beijing Lianzheng is owned as to 52.15% by Beijing Liancheng I&C, 10.23% by Wang Boming, 9.44% by Zhang Zhifang, 8.65% by Wang Li, 7.08% by Dai Xiaojing, 3.15% by Sun Jianyi, 3.15% by Li Yi, 3.15% by Chu Xubo and 3.00% by Wangwei. The entire registered capital of Beijing Liancheng I&C is owned as to 25% each by Wang Boming, Zhang Zhifang, Dai Xiaojing and Wang Li. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, these parties (other than Wang Boming, Zhang Zhifang and Dai Xiaojing) are third parties independent of the Company and Connected Persons of the Company.

LETTER FROM THE BOARD

5. FINANCIAL EFFECTS OF THE ACQUISITION ON THE GROUP

The Acquisition will be funded by internal resources. The Directors believe that the Acquisition will not have any significant effect on the earnings and assets and liabilities of the Group.

6. GENERAL

As each of the Percentage Ratios (other than profits ratio) is less than 25% and the total Consideration is less than HK\$10,000,000, the Acquisition constitutes a discloseable and connected transaction for the Company under the Listing Rules and the Company is exempt from independent Shareholders approval requirement but only subject to the reporting and announcement requirements under Chapters 14 and 14A of the Listing Rules.

The Directors, including the independent non-executive Directors, consider that the terms of the Transfer Agreement are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

The principal activity of the Company is investment holding while its subsidiaries are mainly engaged in the provision of advertising agency services in the PRC.

7. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Wang Boming
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DIRECTORS' DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares (within the meaning of Part XV of the SFO) or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in underlying shares of the Company – share options to subscribe for Shares

Name of Director	Date of Grant	Exercise price (HK\$)	Exercisable period	Number of share options outstanding
Li Shijie	25 July 2003	0.21	25 July 2004 to 24 July 2009	6,900,000

Save as disclosed herein, as at the Latest Practicable Date, none of the Director or chief executive of the Company had any interest or short position in the shares, underlying shares (within the meaning of Part XV of the SFO) or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (not being Directors or chief executive of the Company) had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or

indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or in any options in respect of such capital:

Long positions

(a) Shares

Name	Capacity	Number of Shares beneficially held	Percentage of shareholding
United Home Limited <i>(Note 1)</i>	Beneficial owner and controlled corporation	677,843,824	43.64%
Carlet Investments Ltd. <i>(Note 1)</i>	Beneficial owner	172,644,210	11.11%
Arisaig Greater China Fund Limited <i>(Note 2)</i>	Beneficial owner	141,698,000	9.12%
Arisaig Partners (Mauritius) Limited <i>(Note 2)</i>	Investment manager	141,698,000	9.12%
Cooper Lindsay William Ernst <i>(Note 3)</i>	Held by controlled corporation	141,698,000	9.12%
Madeleine Ltd. <i>(Note 3)</i>	Held by controlled corporation	141,698,000	9.12%
Arisaig Partners (Holdings) Ltd. <i>(Note 2)</i>	Held by controlled corporation	141,698,000	9.12%
Arisaig Partners (BVI) Limited <i>(Note 2)</i>	Held by controlled corporation	141,698,000	9.12%

(b) Warrant to subscribe for Shares

Name	Capacity	Number of Underlying Shares	Percentage of shareholding
Templeton Asset Management Limited <i>(Note 4)</i>	Investment manager	79,947,009	5.15%

- Notes:* (1) The 172,644,210 Shares held by Carlet Investments Ltd. were indirectly owned by United Home Limited by virtue of its 100% ownership of Carlet Investments Ltd. In addition to the 172,644,210 Shares held by Carlet Investment Ltd., 505,199,614 Shares which represent approximately 32.52% of the issued share capital of the Company, were directly owned by United Home Limited.
- (2) The 141,698,000 Shares held by Arisaig Greater China Fund Limited were indirectly owned by Arisaig Partners (Holdings) Ltd. by virtue of its 100% ownership of Arisaig Partners (BVI) Limited. Arisaig Partners (Mauritius) Limited is a direct wholly owned subsidiary of Arisaig Partners (BVI) Limited and the immediate holding company of Arisaig Greater China Fund Limited.
- (3) This referred to the same number of 141,698,000 Shares as mentioned in note (2) above through 33% interests in Arisaig Partners (Holdings) Ltd. held by Madeleine Ltd. Madeleine Ltd. is beneficially owned by Cooper Lindsay William Ernst.
- (4) This referred to a nil-paid warrant issued to Templeton Strategic Emerging Markets Fund II, LDC, represented by its investment manager, Templeton Asset Management Limited, exercisable to subscribe for 79,947,009 Shares.

Save as disclosed above, the Directors or chief executive of the Company are not aware of any other persons (not being Directors or chief executive of the Company) as at the Latest Practicable Date, who had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or in any options in respect of such capital.

4. LITIGATION

No member of the Group is engaged in any litigation or claim of material importance and, so far as the Directors are aware, no litigation or claim of material importance is pending or threatened against any member of the Group.

5. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors has entered, or proposed to enter, into a service contract with any member of the Group which is not determinable by the relevant member of the Group within one year with payment of compensation, other than statutory compensation.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, whether directly or indirectly, with the business of the Company.

7. MISCELLANEOUS

- (a) The secretary and qualified accountant of the Company is Mr. TSEUNG Sheung Shun, who is an associate member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is at P.O. Box 897 GT, Second Floor, One Capital Place, Grand Cayman, Cayman Islands, British West Indies and its principal place of business is at Room 2502, Alexandra House, 18 Chater Road, Central, Hong Kong.
- (c) The branch share registrar and transfer office of the Company in Hong Kong is Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.