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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



**United Home Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

**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)

**JOINT ANNOUNCEMENT  
DESPATCH OF COMPOSITE DOCUMENT  
RELATING TO VOLUNTARY CONDITIONAL CASH OFFERS  
BY**



**FIRST SHANGHAI SECURITIES LIMITED**

**ON BEHALF OF  
UNITED HOME LIMITED**

**FOR ALL THE ISSUED SHARES IN,  
AND  
FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF,  
SEEC MEDIA GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED BY  
UNITED HOME LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**FIRST SHANGHAI CAPITAL LIMITED**

**Independent financial adviser to the Independent Board Committee**



**博大資本國際有限公司  
Partners Capital International Limited**

The Composite Document containing, among other things, (i) information relating to the Group and the Offeror; (ii) details of the terms of the Offers; (iii) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders and the Optionholders in respect of the Offers; and (iv) the letter from Partners Capital containing its advice and recommendations to the Independent Board Committee in respect of the Offers, together with the Forms of Acceptance, was despatched to the Independent Shareholders and the Optionholders on 24 December 2010.

Independent Shareholders and Optionholders are advised to read the Composite Document and the Forms of Acceptance carefully, including the recommendations from the Independent Board Committee and the advice and recommendations from Partners Capital in respect of the Offers, before deciding whether to accept or reject the Offers.

References are made to (i) the joint announcement dated 25 November 2010 (the “Joint Announcement”) issued by SEEC Media Group Limited (the “Company”) and United Home Limited (the “Offeror”) in relation to the voluntary conditional cash offers by First Shanghai Securities Limited on behalf of the Offeror to acquire all the issued shares in, and for the cancellation of all outstanding options of, the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) (the “Offers”); and (ii) the composite offer and response document jointly issued by the Company and the Offeror to the Independent Shareholders and Optionholders dated the date of this announcement (the “Composite Document”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

### **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) information relating to the Group and the Offeror; (ii) details of the terms of the Offers; (iii) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders and the Optionholders in respect of the Offers; and (iv) the letter from Partners Capital containing its advice and recommendations to the Independent Board Committee in respect of the Offers, together with the Forms of Acceptance, was despatched to the Independent Shareholders and the Optionholders on 24 December 2010.

Independent Shareholders and Optionholders are advised to read the Composite Document and the Forms of Acceptance carefully, including the recommendations from the Independent Board Committee and the advice and recommendations from Partners Capital in respect of the Offers, before deciding whether to accept or reject the Offers.

### **EXPECTED TIMETABLE**

The Offers have commenced on Friday, 24 December 2010 and the latest time and date for the acceptance of the Offers is at 4:00 p.m. on Friday, 14 January 2011, being the First Closing Date of the Offers or such later date as may be extended by the Offeror in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days’ notice in writing must be given before the Offers are closed to the Independent Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code.

A joint announcement will be issued by the Company and the Offeror through the Stock Exchange’s website and the website of the Company by 7:00 p.m. on Friday, 14 January 2011 stating the results of the Offers and whether the Offers have been revised, extended or expired. In the event that the Offeror decides that the Offers will remain open, the joint announcement will state the next closing date of the Offers or, if the Offers have become or been declared unconditional, that the Offers will remain open until further notice.

The following expected timetable is indicative and is subject to change. All time and date references in the timetable refer to Hong Kong times and dates.

Despatch date of the Composite Document and commencement of the Offers .....Friday, 24 December 2010

Latest time and date for acceptance of the Offers (*Note 1*)..... 4:00 p.m. on Friday, 14 January 2011

First Closing Date .....Friday, 14 January 2011

Announcement of the results of the Offers as at the First Closing Date to be posted on the Stock Exchange's website and the Company's website (*Note 2*) ..... by 7:00 p.m. on Friday, 14 January 2011

Latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances received on or before 4:00 p.m. on the First Closing Date assuming the Offers become or are declared unconditional on the First Closing Date (*Note 3*)..... Monday, 24 January 2011

Latest time and date for acceptance of the Offers assuming the Offers become or are declared unconditional on the First Closing Date..... 4:00 p.m. on Friday, 28 January 2011

Final closing date of the Offers if the Offers have been declared unconditional on the First Closing Date.....Friday, 28 January 2011

Latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances received on or before 4:00 p.m. on 28 January 2011..... Monday, 7 February 2011

Latest time and date by which the Offers can become or be declared unconditional as to acceptances (*Note 4*) .....7:00 p.m. on Tuesday, 22 February 2011

*Notes:*

1. The Offers will be subject to the Offeror having received acceptances in respect of the Shares which, together with the Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it before or during the period of the Offers, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company. Unless the Offers have previously become or been declared unconditional or extended, the latest time for acceptance of the Offers is 4:00 p.m. on Friday, 14 January 2011. Pursuant to the Takeovers Code, where the Offers are declared unconditional, the Offers will remain open for acceptance for not less than 14 days thereafter. The Offeror will make an announcement as and when the Offers become unconditional.

2. The Offeror reserves the right to extend the Offers until such time and/or date as it may determine and in accordance with the Takeovers Code. The Offeror will issue an announcement to be posted on the Stock Exchange's website and the Company's website by 7:00 p.m. on Friday, 14 January 2011, being the First Closing Date, as to whether the Offers have been extended, or have become or been declared unconditional.
3. Amounts due to each of the Independent Shareholders and the Optionholders who accepts the Offers will be paid by the Offeror as soon as possible but in any event within 10 days of the later of the date the Offers become or been declared unconditional and the date of receipt of the duly completed Form(s) of Acceptance in accordance with the Takeovers Code.
4. In accordance with the Takeovers Code, in the event that the Offers (whether extended or not) have not become or been declared unconditional as to acceptances by 7:00 p.m. on Tuesday, 22 February 2011, being the 60th day after posting of the Composite Document, the Offers will lapse unless the Executive consents to a later date.

By order of the board of directors of  
**United Home Limited**  
**Zhang Zhifang**  
*Director*

By order of the Board  
**SEEC Media Group Limited**  
**Wang Boming**  
*Chairman*

Hong Kong, 24 December 2010

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than those relating to the Offeror and parties acting in concert with it) misleading.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than those relating to the Group) misleading.*

*As at the date of this announcement, Mr. Wang Boming, Mr. Zhang Zhifang, Mr. Dai Xiaojing and Mr. Li Shijie are the executive Directors and Mr. Wang Xiangfei, Mr. Ding Yu Cheng, Mr. Fu Fengxiang and Mr. Zhang Ke are the independent non-executive Directors.*

*As at the date of this announcement, Mr. Wang Boming, Mr. Zhang Zhifang and Mr. Dai Xiaojing are the directors of the Offeror.*