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**SEEC MEDIA GROUP LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 205)**

## **MEMORANDUM OF UNDERSTANDING IN RESPECT OF A PROPOSED ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Insider Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that after trading hours on 7 August 2015, the Purchaser, being a direct wholly-owned subsidiary of the Company, entered into the MOU with the Vendor, pursuant to which the Purchaser intended to purchase and the Vendor intended to sell not less than 51% equity interest in the Target Company, which was incorporated in Hong Kong and is principally engaged in the development and operation of e-commerce platform.

The maximum amount of consideration for the Proposed Acquisition shall be HK\$100 million. The Actual Consideration, subject to adjustment, for the Proposed Acquisition shall be subject to agreement by the Vendor and the Purchaser and is to be set out in the Sale and Purchase Agreement.

The MOU is not intended to be legally binding (save for provisions on confidentiality and exclusivity). If the Purchaser proceeds with the Proposed Acquisition, it will enter into legally binding agreement(s) with the Vendor in respect of the Proposed Acquisition.

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## MEMORANDUM OF UNDERSTANDING

The principal terms of the MOU are as follows:

Date: 7 August 2015

Parties: (i) the Purchaser; and  
(ii) the Vendor

Subject matter: The subject matter of the Proposed Acquisition is not less than 51 % of the equity interest of the Target Company.

Consideration: The maximum amount of consideration for the Proposed Acquisition shall be HK\$100 million. The actual consideration (“**Actual Consideration**”), subject to adjustment, for the Proposed Acquisition shall be subject to agreement by the Vendor and the Purchaser and is to be set out in the Sale and Purchase Agreement to be signed by the Vendor and the Purchaser.

Due Diligence Review: After the signing of the MOU, the Target and the Vendor shall support the due diligence review (including but not limited to the due diligence review of the legal and financial matters of the Target Group) to be conducted by the Purchaser and/or its advisers (“**Due Diligence Review**”) including access to information, documentation and access to personnel.

Exclusivity: During the ninety days (or such longer period as may be agreed between the Vendor and the Purchaser) from the date of the MOU (“**Exclusivity Period**”), the Purchaser has exclusive negotiation right regarding the Proposed Acquisition and the Vendor shall not negotiate with, or in any form, discuss with, any third party with regard to the Proposed Acquisition unless the MOU is terminated in accordance with its terms.

Termination: The MOU shall be terminated upon the occurrence of any of the following:

- (i) the Vendor and the Purchaser mutually agree in writing to terminate the MOU;
- (ii) the Purchaser informing the Vendor in writing of its intention not to proceed with the Proposed Acquisition;
- (iii) the last day of the Exclusivity Period; or
- (iv) the execution of the Sale and Purchase Agreement.

Binding effect: Save for the provisions on confidentiality and exclusivity, the terms of the MOU are not intended to be legally binding.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

## **INFORMATION ON THE TARGET COMPANY**

The Target Company is a company incorporated in Hong Kong and is principally engaged in the development and operation of e-commerce platform.

The Directors consider that the entering into of the MOU is in the interests of the Company and the Shareholders as a whole as the transactions contemplated under the MOU, if materialised, are expected to further expand the business operations of the Group and enhance the profitability of the Group.

## **GENERAL**

**As the Possible Acquisition may or may not materialise, Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company.**

The Company will make further announcement(s) as and when appropriate and comply with all other applicable requirements under the Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	SEEC Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 7 August 2015 and entered into between the Purchaser and the Vendor in relation to the Proposed Acquisition
“PRC”	the People’s Republic of China
“Proposed Acquisition”	the proposed acquisition by the Purchaser of not less than 51% equity interest in the Target Company
“Purchaser”	Laberie Holdings Limited, a company incorporated in the British Virgin Islands and a direct wholly-owned subsidiary of the Company
“Sale and Purchase Agreement”	A sale and purchase agreement to be entered into between the Purchaser and the Vendor in respect of the Proposed Acquisition

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Tech Field Holdings Limited, a company incorporated in Hong Kong with limited liability
“Target Group”	the Vendor and its subsidiaries (including the Target Company and its subsidiaries)
“Vendor”	Pinnacle China Group Limited, a company incorporated in the British Virgin Islands with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 10 August 2015

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

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*