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SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 205)

DISCLOSEABLE TRANSACTION FORMATION OF A JOINT VENTURE

The Directors are pleased to announce that on 12 September 2007, the Company entered into the Shareholders' Agreement with MP whereby the Company and MP conditionally agreed to establish the Advertising WFOE with a total registered capital of RMB20,000,000 (HK\$20,400,000), as to RMB10,000,000 (HK\$10,200,000) owned by the Company and as to RMB10,000,000 (HK\$10,200,000) owned by MP in order to undertake the Project including, but without limitation, selling advertising spaces and pages in glossy magazines and the promotion of glossy magazines. The total investment of the Advertising WFOE will be RMB40,000,000 (HK\$40,800,000).

Under the Shareholders' Agreement, the Company will contribute RMB10,000,000 (HK\$10,200,000) in cash for 50% equity interest in the Advertising WFOE, whereas MP will contribute RMB10,000,000 (HK\$10,200,000) in cash for 50% equity interest in the Advertising WFOE.

The entering into of the Shareholders' Agreement constitutes a discloseable transaction for the Company. The Company will send to the Shareholders for their information a circular containing, inter alia, the details of the Shareholders' Agreement in accordance with the requirements of the Listing Rules as soon as practicable.

Shareholders' Agreement

Date: 12 September 2007.

Parties: (a) the Company; and (b) MP.

Purpose: To govern (a) the respective rights and obligations of the Company and MP as shareholders; and (b) the affairs, in the Advertising WFOE.

Business:	To undertake the Project including, but without limitation, selling advertising spaces and pages in glossy magazines and promotion of the glossy magazines.
Establishment of the Advertising WFOE	The Advertising WFOE will be jointly established by the Company and MP after the execution of the Shareholders' Agreement.
Constitution of the Board:	The board of the Advertising WFOE shall consist of 6 directors. Each of the Company and MP shall have the right to appoint 3 directors.
Pre-emption Rights:	If either the Company or MP wishes to transfer its equity interest to a third party, MP or the Company will have a pre-emption right to purchase such equity interest at the same terms and conditions being offered to such third party.
The Registered Capital: and Total Investment	The registered capital and the total investment of the Advertising WFOE will be RMB20,000,000 (HK\$20,400,000) and RMB40,000,000 (HK\$40,800,000) respectively. A total of 20% of the registered capital shall be contributed, as to RMB2,000,000 (HK\$2,040,000) each by the Company and MP within 90 days of the date of issuance of the business licence of the Advertising WFOE. The remaining balance of the total of 80% of the registered capital shall be contributed, as to RMB8,000,000 (HK\$8,160,000) each by the Company and MP within 24 months of the issuance of the business licence of the Advertising WFOE. The registered capital contribution to be made by the Company will be funded from its internal resources. The difference between the total investment amount and the registered capital of the Advertising WFOE shall be provided on a 50:50 basis by the Company and MP by means of loan financing or other means to be determined by the board of the Advertising WFOE. Such future funding to be made by the Company will also be funded from its internal resources. It is also provided that if the sum of the profit or loss after tax of the Advertising WFOE be negative for an amount exceeding the equivalent of €5,000,000 (approximately HK\$54,347,830), either the Company or MP may immediately terminate the Shareholders' Agreement and the Project.
Equity Interest:	The Company : 50%
	MP : 50%

Condition precedent: The Shareholders' Agreement is conditional upon all the permissions, authorizations, clearances required by the provisions of the applicable law having been duly obtained from the competent authorities.

Term: 30 years.

The Advertising WFOE will be recorded in the consolidated financial statements of the Group using the proportionate consolidation method of accounting in accordance with the Hong Kong Financial Reporting Standards.

Pursuant to the Shareholders' Agreement, upon the incorporation of the Advertising WFOE, AME, the Advertising WFOE and/or the Group will enter into various agreements in respect of the provision of advertising services, consulting services, accounting, finance and administration services, personal training and trademark licensing.

Reasons for the Joint Venture

The formation of the Advertising WFOE is the continuation of the Group's principal activity in the provision of advertising agency services in the PRC and with a business partner; and for the purpose of capturing the potential growth of the advertising business in the consumer magazines circulated in the PRC.

Information on MP

The principal business of MP is managing the advertising sales for all Mondadori Group titles, as well as for important third party publishers, and the national radio network in Italy. The Mondadori Group is the biggest publisher of consumer magazines in Italy and one of the leading players in the sector in Europe. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, MP and the ultimate beneficial owners of MP are third parties independent of the Company and Connected Persons of the Company.

General Information

The entering into of the Shareholders' Agreement constitutes a discloseable transaction for the Company.

The Company will send to the Shareholders for their information a circular containing, inter alia, the details of the Shareholders' Agreement in accordance with the requirements of the Listing Rules as soon as practicable.

The Directors, including the independent non-executive Directors, consider that the terms of the Shareholders' Agreement are fair and reasonable and the entering into of the Shareholders' Agreement 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.

As at the date of this announcement, the executive Directors are Mr. Wang Boming (Chairman), Mr. Zhang Zhifang, Mr. Dai Xiaojing, Mr. Li Shijie and Mr. Lau See Him, Louis. The independent non-executive Directors are Mr. Fu Fengxiang, Mr. Wang Xiangfei, Mr. Ding Yu Cheng and Mr. Zhang Ke.

DEFINITIONS

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

“Advertising WFOE”	the joint venture company to be incorporated under the laws of the PRC with limited liability under the Shareholders’ Agreement
“AME”	Arnoldo Mondadori Editore S.p.A., a company incorporated under the laws of Italy with limited liability
“Board”	the board of Directors
“Company”	SEEC Media Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability
“Connected Person”	has the meaning given to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 of Hong Kong Limited
“Mondadori Group”	AME and its subsidiaries, including MP
“MP”	Mondadori Pubblicita S.p.A., a company incorporated under the laws of Italy with limited liability
“PRC”	The People’s Republic of China which excludes Hong Kong for the purposes of this announcement
“Project”	the project jointly undertaken by the Company and MP in the field of

upscale women's glossy magazines consisting in the full realization of any and all the activities contemplated under the Shareholders' Agreement and the agreements to be entered into between AME, the Advertising WFOE and/or the Group

“RMB”	Renminbi yuan, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Shareholders' Agreement”	the shareholders' agreement dated 12 September 2007 entered into between the Company and MP
“%”	per cent
“€”	Euro, the lawful currency of certain European Union countries

For the purposes of this announcement, unless otherwise indicated, the exchange rates at HK\$1.00 = €0.092 and RMB1.00 = HK\$1.02 have 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.

By Order of the Board
Wang Boming
Chairman

Hong Kong, 12 September 2007