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## **SEEC MEDIA GROUP LIMITED**

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

**(Stock Code: 205)**

### **CONTINUING CONNECTED TRANSACTIONS**

#### **PRC Lease Agreements**

Reference is made to the April Announcement.

The Existing Lease Agreements are due to expire on 31 December 2010. In view of that, the Board announces that on 20 December 2010, Beijing Caixun, Shenzhen Caixun, Beijing SEEC and Jinzheng Ronglian Advertising entered into the New Lease Agreement I, New Lease Agreement II, New Lease Agreement III and New Lease Agreement IV, respectively with Shanghai SEEC whereby Beijing Caixun, Shenzhen Caixun, Beijing SEEC and Jinzheng Ronglian Advertising agreed to lease the Premises I, Premises II, Premises III and Premises IV, respectively from Shanghai SEEC for a term of 24 months commencing from 1 January 2010 for office purposes. The monthly rental payable by Beijing Caixun, Shenzhen Caixun, Beijing SEEC and Jinzheng Ronglian Advertising to Shanghai SEEC will be RMB112,922, RMB125,920, RMB2,502 and RMB34,771 respectively.

The terms of the leasing of Premises were arrived at after arm's length negotiations between the Group and Shanghai SEEC with reference to the market rents of similar properties in the Chaoyang District of Beijing.

The entering into of the New Lease Agreements constituted continuing connected transactions for the Company under the Listing Rules.

The applicable percentage ratios for the Continuing Connected Transaction are less than 2.5%. Therefore the Continuing Connected Transaction satisfies the exemption under Rule 14A.34(1) of the Listing Rules and is only subject to the reporting and the announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules, and exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Reference is made to the April Announcement where the Company announced that, among other things, the Company entered into the Existing Lease Agreements. The Existing Lease Agreements are due to expire on 31 December 2010 and in view of that the Board announces the following.

## **1. THE NEW LEASE AGREEMENTS AND CONTINUING CONNECTED TRANSACTION**

On 20 December 2010, Beijing Caixun, Shenzhen Caixun, Beijing SEEC, and Jinzheng Ronglian Advertising entered into the New Lease Agreement I, New Lease Agreement II, New Lease Agreement III and New Lease Agreement IV, respectively with Shanghai SEEC, the particulars of which are set out below:

### **Particulars of New Lease Agreement I**

Date: 20 December 2010

Parties: Lessor: Shanghai SEEC  
Lessee: Beijing Caixun

Premises I: Units G, H, I and K, 10th Floor and Rooms 1616-1617 and 1619-1621, 16th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC

Gross Floor Area: 1,237 square metres

Term: 24 months commencing from 1 January 2011 and expiring on 31 December 2012 (both dates inclusive), provided that either party may terminate the New Lease Agreement I with a month prior notice in writing

Rental: RMB112,922 per month payable monthly

### **Particulars of New Lease Agreement II**

Date: 20 December 2010

Parties: Lessor: Shanghai SEEC  
Lessee: Shenzhen Caixun

Premises II: Nos. 811 and 812, 8th Floor and Unit C, D, E and P, 10th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC

Gross Floor Area: 1,380 square metres

Term: 24 months commencing from 1 January 2011 and expiring on 31 December 2012 (both dates inclusive), provided that either party may terminate the New Lease Agreement II with a month prior notice in writing

Rental: RMB125,920 per month payable monthly

### **Particulars of New Lease Agreement III**

Date: 20 December 2010

Parties: Lessor: Shanghai SEEC  
Lessee: Beijing SEEC

Premises III: Unit S, 10th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC

Gross Floor Area: 27 square metres

Term: 24 months commencing from 1 January 2011 and expiring on 31 December 2012 (both dates inclusive), provided that either party may terminate the New Lease Agreement III with a month prior notice in writing

Rental: RMB2,502 per month payable monthly

### **Particulars of New Lease Agreement IV**

Date: 20 December 2010

Parties: Lessor: Shanghai SEEC  
Lessee: Jinzheng Ronglian Advertising

Premises IV: Room 809, 8th Floor and Units B and D, 11th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC

Gross Floor Area: 381 square metres

Term: 24 months commencing from 1 January 2011 and expiring on 31 December 2012 (both dates inclusive), provided that either party may terminate the New Lease Agreement IV with a month prior notice in writing

Rental: RMB34,771 per month payable monthly

The annual rental paid by the Group to Shanghai SEEC in respect of the Premises for the financial years ended 31 December 2007, 31 December 2008 and 31 December 2009 was RMB1,655,055, RMB2,386,328 and RMB3,055,702 respectively. The annual rental expected to be paid by the Group to Shanghai SEEC in respect of the Premises for the financial year ending 31 December 2010 will be RMB3,249,926 as disclosed in the April Announcement.

### **Annual Cap**

Based on the monthly rentals of RMB112,922, RMB125,920, RMB2,502 and RMB34,771 payable under the New Lease Agreement I, New Lease agreement II, New Lease Agreement III and New Lease Agreement IV respectively, which make the aggregate monthly rental of RMB276,115 payable under the New Lease Agreements, the maximum aggregate

amount payable under the Continuing Connected Transaction for the 12 months ending 31 December 2011 and 12 months ending 31 December 2012 will not exceed RMB3,313,380 (approximately HK\$3,842,000) and RMB3,313,380 (approximately HK\$3,842,000) respectively.

## **2. REASONS FOR THE TRANSACTIONS**

Shanghai SEEC is principally engaged in the business of investment consulting. 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. The Premises are being used by the Group for office purposes. As the Group has leased some of the Premises from Shanghai SEEC since November 2002, the Directors consider that there will be considerable time and cost saving (in terms of relocation and renovation) for the Group to continue to lease the Premises from Shanghai SEEC. Further, the Directors consider that having their offices in the central business district of Beijing will enhance the corporate image of the Group.

The terms of the New Lease Agreements are arrived at after arm's length negotiations between the Group and Shanghai SEEC with reference to the market rents of similar properties in the Chaoyang District, Beijing, the PRC.

The Directors (except Mr. Wang Boming who abstained from participating in the approval of the New Lease Agreements due to his material interests therein), including the independent non-executive Directors, consider that the Continuing Connected Transaction is in the ordinary and usual course of business of the Company; and the terms of the New Lease Agreements are based on normal commercial terms and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **3. COMPLIANCE WITH THE LISTING RULES**

Shanghai SEEC is owned, as to 59% by Shenyang Lianya, 20% by Hainan Lianou and 21% by Kunshan Zhonglian. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, one of the joint venture parties of Hainan Lianou is Beijing Liancheng I&C which owns 5% of the registered capital of Hainan Lianou. Save as aforesaid, Hainan Lianou and Kunshan Zhonglian and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Shenyang Lianya is owned equally 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 and 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. By virtue of the interest of Mr. Wang Boming in Shanghai SEEC, the entering into of the New Lease Agreements constitutes continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules.

The applicable percentage ratios for the Continuing Connected Transaction are less than 2.5%. Therefore, the Continuing Connected Transaction satisfies the exemption under Rule 14A.34(1) of the Listing Rules and is only subject to the reporting and the announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules; and exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The purpose of this announcement is to supply the shareholders of the Company with information relating to the Continuing Connected Transaction. Details of the Continuing Connected Transaction will also be included in the published annual report of the Company for the year ending 31 December 2010.

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

#### 4. DEFINITIONS

“April Announcement”	the announcement of the Company dated 1 April 2010 in respect of, among other things, the Existing Lease Agreements
“associates”	has the meaning ascribed to it 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 Co., Ltd.*), a limited liability company established under the laws of the PRC
“Beijing SEEC”	北京聯辦書刊發行有限公司 (Beijing SEEC Book and Press Distribution Co., Ltd*), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“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
“Continuing Connected Transaction”	the continuing connected transactions contemplated under the New Lease Agreements
“Director(s)”	the director(s) of the Company
“Existing Lease Agreements”	the existing lease agreements in respect of the Premises

“Group”	the Company and its subsidiaries
“Hainan Lianou”	海南聯歐投資管理有限公司 (Hainan Lianou Investment Management Co. Ltd.*), a Sino-foreign equity joint venture enterprise established under the laws of the PRC
“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
“Jinzheng Ronglian Advertising”	北京金証榮聯廣告有限公司 (Beijing Jinzheng Ronglian Advertising Co., Ltd.*), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Kunshan Zhonglian”	昆山中聯綜合開發公司 (Kunshan Zhonglian Comprehensive Development Co.*), a limited liability company established under the laws of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Lease Agreement I”	the new lease agreement dated 20 December 2010 entered into between Shanghai SEEC as lessor and Beijing Caixun as lessee in respect of the Premises I
“New Lease Agreement II”	the new new lease agreement dated 20 December 2010 entered into between Shanghai SEEC as lessor and Shenzhen Caixun as lessee in respect of the Premises II
“New Lease Agreement III”	the new lease agreement dated 20 December 2010 entered into between Shanghai SEEC as lessor and Beijing SEEC as lessee in respect of the Premises III
“New Lease Agreement IV”	the new lease agreement dated 20 December 2010 entered into between Shanghai SEEC as lessor and Jinzheng Ronglian Advertising as lessee in respect of the Premises IV
“New Lease Agreements”	the New Lease Agreement I, New Lease Agreement II, New Lease Agreement III and New Lease Agreement IV
“percentage ratio”	has the meaning ascribed to it under the Listing Rules
“PRC”	The People’s Republic of China which excludes Hong Kong for the purposes of this announcement
“Premises”	Premises I to Premises IV

“Premises I”	Units G, H, I and K, 10th Floor and Rooms 1616-1617 and 1619-1621, 16th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC
“Premises II”	Nos. 811 and 812, 8th Floor and Unit C, D, E and P, 10th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC
“Premises III”	Unit S, 10th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC
“Premises IV”	Room 809, 8th Floor and Units B and D, 11th Floor, Prime Tower, 22 Chaoyangmenwai Daijie, Chaoyang District, Beijing, Postal No. 100020, the PRC
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Shanghai SEEC”	上海聯辦投資發展有限公司 (Shanghai SEEC Investment and Development Corporation*), a limited liability company established under the laws of the PRC
“Shenyang Lianya”	瀋陽聯亞實業發展公司 (Shenyang Lianya Industrial Development Corporation*), a collectively-owned enterprise established in 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
“%”	per cent

*For the purposes of this announcement, unless otherwise indicated, the exchange rate of HK\$1.00 = RMB0.8626 has been used. This exchange rate is used for the 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  
**SEEC Media Group Limited**  
**Wang Boming**  
*Chairman and Executive Director*

Hong Kong, 20 December 2010

\* for identification purposes only