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RECRUIT HOLDINGS LIMITED

才庫媒體集團有限公司*

(continued in Bermuda with limited liability)

(Stock code: 8073)

MAJOR TRANSACTION

ACQUISITION OF PROPERTY

The Board announces that on 12 October 2004 the Purchaser, a wholly-owned subsidiary of the Company, has entered into the Provisional Sale and Purchase Agreement with the Vendors in relation to the Acquisition of the Property for an aggregate consideration of approximately HK\$33,362,000.

The Acquisition constitutes a major transaction of the Company as the percentage ratios in respect of the Acquisition exceeds 25% of one or more of the relevant ratios as set out in Rule 19.06 of the GEM Rules. Pursuant to Rule 19.40 of the GEM Rules, the Acquisition is subject to approval of the Shareholders of the Company. Under Rule 19.44 of the GEM Rules, Shareholders' approval for the Acquisition shall be given by a majority vote at a general meeting of the Shareholders of the Company unless the following conditions are met: (a) no Shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition and (b) the written shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who collectively hold more than 50% in nominal value of the Shares giving the right to attend and vote at such general meeting, in which case Shareholders' approval may be accepted in lieu of holding a general meeting.

In compliance with Rule 19.44 of the GEM Rules, as no Shareholders of the Company is required to abstain from voting, the Company has obtained the irrevocable written approval from City Apex, the controlling shareholder of the Company holding approximately 65.3 per cent. of the Shares of the Company and voting rights in general meeting as at the date of this announcement, for the approval of the Acquisition. City Apex is not interested in the Acquisition (other than through its shareholding interest in the Company) and is not required to abstain from voting in the general meeting. Accordingly, the Company has made an application to the Stock Exchange for City Apex's irrevocable written approval to be accepted in lieu of holding a general meeting of the Shareholders for the approval of the Acquisition.

A circular containing further particulars of the Acquisition together with the valuation report of the Property prepared by Dudley Surveyors Limited, Independent Chartered Surveyors, will be despatched to the Shareholders within 21 days after publication of this announcement.

Trading in the shares of the Company was suspended at the Company's request with effect from 2:30 p.m. on 12 October 2004. The Company has applied to the Stock Exchange for resumption of trading in its shares with effect from 9:30 a.m. on 15 October 2004.

INTRODUCTION

The Board announces that the Purchaser, a wholly-owned subsidiary of the Company, has entered into the Provisional Sale and Purchase Agreement with the Vendors in relation to the Acquisition of the Property on 12 October 2004 for an aggregate consideration of approximately HK\$33,362,000.

PROVISIONAL SALE AND PURCHASE AGREEMENT

Date: 12 October 2004

Parties: Easking Limited, a wholly-owned subsidiary of the Company as the Purchaser.

Tiger Star Investments Limited and Wickham Properties Limited, collectively as the Vendors. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Vendors and its ultimate beneficial owners and their respective associates (as defined in the GEM Rules) are third parties independent of the Company and the connected parties (as defined in the GEM Rules) of the Company. The vendors are principally engaged in investment holding.

Property: The Property is Office 2601 & 2602 on 26th Floor, K.Wah Centre, No. 191 Java Road, Hong Kong, comprising a total gross floor area of approximately 11,915 square feet. The Property will be sold subject to the existing tenancy which will expire on 28 February 2005. The tenant is an independent third party who has an option to renew for a further term of one year from 1 March 2005 to 28 February 2006.

The Property is valued at HK\$33,900,000 as at 11 October 2004 by Dudley Surveyors Limited, independent Chartered Surveyors.

Consideration: The aggregate consideration for the Acquisition is HK\$33,362,000 which is determined by reference to the valuation and recent comparable transactions in Hong Kong East. The Consideration will be or has been paid by the Purchaser in cash in the following manner:

- (i) HK\$1,000,860, representing 3% of the Consideration, has been paid as an initial non-refundable deposit upon the signing of the Provisional Sale and Purchase Agreement;
- (ii) HK\$2,335,340, representing 7% of the Consideration, will be paid as a further non-refundable deposit upon the signing of the Formal Agreement, which is expected to be on or before 21 October 2004; and
- (iii) the balance of the Consideration in the sum of HK\$30,025,800 will be paid upon completion of the Formal Agreement, which is expected to be on or before 23 November 2004.

As at the date of this announcement, the Company has sufficient internal source of fund, therefore, the Consideration will be solely financed by internal resource. The terms of Acquisition were determined after arm's length negotiation by reference to the market conditions.

Termination : In the event that the Vendors are unable to prove good title to the Property, the Purchaser shall have the right to terminate the Acquisition and shall be entitled to a return of all the deposits paid.

REASON FOR THE ACQUISITION

The Group is engaged in advertising media business which comprises recruitment magazine publishing, inflight magazine advertising and selling of statutory corporate announcement space. The Group is currently occupying its corporate office (approximately 11,800 square feet in floor area) under a lease which will expire in approximately 18 months at an effective monthly rental of approximately HK\$100,000. The Board considers that the Acquisition will provide an effective hedge against the Group's exposure towards volatility in the Hong Kong office rental market. Eventually the Property can be used as the Group's corporate office upon the expiry of its current tenancy in April 2006. In the mean time, the current rental income from the Property will also provide a better yield for the Group's surplus funds as compared to bank deposit income.

The Board considers that the terms of the Acquisition are fair and reasonable in the current market conditions having regard to the valuation of the Property and are in the interest of the Company and the Shareholders as a whole.

GENERAL

The Acquisition constitutes a major transaction of the Company as the percentage ratios in respect of the Acquisition exceeds 25% of one or more of the relevant ratios as set out in Rule 19.06 of the GEM Rules. Pursuant to Rule 19.40 of the GEM Rules, the Acquisition is subject to approval of the Shareholders of the Company. Under Rule 19.44 of the GEM Rules,

Shareholders' approval for the Acquisition shall be given by a majority vote at a general meeting of the Shareholders of the Company unless the following conditions are met: (a) no Shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition and (b) the written shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who collectively hold more than 50% in nominal value of the Shares giving the right to attend and vote at such general meeting, in which case Shareholders' approval may be accepted in lieu of holding a general meeting.

In compliance with Rule 19.44 of the GEM Rules, as no Shareholders of the Company is required to abstain from voting, the Company has obtained the irrevocable written approval from City Apex, the controlling shareholder of the Company holding approximately 65.3 per cent. of the Shares of the Company and voting rights in general meeting as at the date of this announcement, for the approval of the Acquisition. City Apex is not interested in the Acquisition (other than through its shareholding interest in the Company) and is not required to abstain from voting in the general meeting. Accordingly, the Company has made an application to the Stock Exchange for City Apex's irrevocable written approval to be accepted in lieu of holding a general meeting of the Shareholders for the approval of the Acquisition.

A circular containing further particulars of the Acquisition together with the valuation report of the Property prepared by Dudley Surveyors Limited, Independent Chartered Surveyors, will be despatched to the Shareholders within 21 days after publication of this announcement.

Trading in the shares of the Company was suspended at the Company's request with effect from 2:30 p.m. on 12 October 2004. The Company has applied to the Stock Exchange for resumption of trading in its shares with effect from 9:30 a.m. on 15 October 2004.

DEFINITIONS

“Acquisition”	the acquisition of the Property by the Purchaser from the Vendors
“Board”	the board of Directors
“Company”	Recruit Holdings Limited, a company continued in Bermuda with limited liability and the shares of which are listed on GEM
“City Apex”	City Apex Limited, a company incorporated in the British Virgin Islands with limited liability, the controlling shareholder of the Company
“Consideration”	the aggregate consideration of HK\$33,362,000 for the Acquisition
“Director(s)”	the director(s) of the Company

“Formal Agreement”	the formal sale and purchase agreement to be entered into between the Vendors and the Purchaser in relation to the sale and purchase of the Property
“Group”	the Company and its subsidiaries
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Property”	Office 2601 & 2602 on 26th Floor, K.Wah Centre, No. 191 Java Road, Hong Kong
“Provisional Sale and Purchase Agreement”	the provisional sale and purchase agreement dated 12 October 2004 entered into between the Vendors and the Purchaser in relation to the sale and purchase of the Property
“Purchaser”	Easking Limited, a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.2 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendors”	Tiger Star Investments Limited and Wickham Properties Limited, both are independent third parties and not connected persons of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board
Ho Suk Yi
Director

Hong Kong, 14 October, 2004

As at the date of this announcement, the Board comprises Lau Chuk Kin and Ho Suk Yi as

executive Directors, Wan Siu Kau, Lee Ching Ming, Adrian, Peter Stavros Patapios Christofis and Lam Mei Lan as non-executive Directors and Ling Ching Man, Eleanor, Cheng Ping Kuen, Franco and Tyen Kan Hee, Anthony as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least seven days from the date of its posting.

** For identification purpose only*