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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)

**DISCLOSEABLE TRANSACTION**  
**ACQUISITION OF MACHINERY AND EQUIPMENT**

The Board announces that 1010 as the purchaser entered into a machinery and equipment purchase contract with Vendor 4 on 15 March 2005 at the consideration of approximately HK\$20,550,000. This contract constitutes a discloseable transaction of the Company under Rule 19.06 of the GEM Rules according to the percentage ratios calculated under Rule 19.07 of the GEM Rules. Also, during the period from 25 February 2005 to 15 March 2005, 1010 as the purchaser entered into another three contracts for the acquisition of machinery and equipment with three different vendors, all are independent third parties, at the aggregate consideration of approximately HK\$4,380,000. These three contracts, whether individually or aggregated together, did not constitute a notifiable transaction of the Company. All of the four contracts, when aggregated together, constitute a discloseable transaction of the Company.

A circular containing further details of the above purchase contracts will be dispatched to the Shareholders as soon as practicable.

**INTRODUCTION**

The Board announces that 1010 as the purchaser entered into four machinery and equipment purchase contracts during the period from 25 February 2005 to 15 March 2005. Details are contained in this announcement.

**1. THE FIRST CONTRACT**

Date: 25 February 2005

Purchaser: 1010, a subsidiary of the Company

Vendor: Vendor 1. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor 1 and its ultimate beneficial

owners are third parties independent of the Company and connected persons (as defined in the GEM Rules) of the Company. Vendor 1 is principally engaged in machinery trading.

Assets acquired: The first contract includes four sets of machinery that are designed for assisting the automatic production line in the printing operation. The machinery will be delivered to the production site around May 2005.

Consideration: The consideration for the first contract amounts to approximately HK\$2,750,000 and it is payable in the following manner:

- (i) HK\$550,000 has been paid on 1 March 2005 as an initial deposit;
- (iii) the balance of the consideration in the sum of HK\$2,200,000 will be paid upon completion of installation or 30 days after delivery whichever date is the earlier.

The consideration will be funded through a combination of internal resources and bank borrowings, which is expected to be in the proportion of approximately 15% and 85% respectively. For the bank borrowings, the Company will provide guarantee on a several basis in proportion to its equity interest in 1010. The terms of the first purchase contract were determined after arm's length commercial negotiation between the parties and with reference to other independent suppliers' quotes in the market.

## **2. THE SECOND CONTRACT**

Date: 1 March 2005

Purchaser: 1010, a subsidiary of the Company

Vendor: Vendor 2. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor 2 and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the GEM Rules) of the Company. Vendor 2 is principally engaged in equipment trading.

Assets acquired: The second contract includes eleven units of equipment that are designed for assisting the automatic production line in the printing operation. The equipment will be delivered to the production site around May 2005.

Consideration: The consideration for the second contract amounts to approximately HK\$650,000 and it is payable by cash on delivery.

The consideration will be funded through a combination of internal resources and bank borrowings, which is expected to be in the proportion of approximately 15% and 85% respectively. For the bank borrowings, the Company will provide guarantee on a several basis in proportion to its equity interest in 1010. The terms of the second contract were determined

after arm's length commercial negotiation between the parties and with reference to other independent suppliers' quotes in the market.

### **3. THE THIRD CONTRACT**

Date: 8 March 2005

Purchaser: 1010, a subsidiary of the Company

Vendor: Vendor 3. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor 3 and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the GEM Rules) of the Company. Vendor 3 is principally engaged in machinery trading.

Assets acquired: The third contract includes one unit of machinery that is designed for assisting the automatic production line in the printing operation. The machinery will be delivered to the production site around May 2005.

Consideration: The consideration for the third contract amounts to HK\$980,000 and it is payable in the following manner:

- (i) HK\$196,000 has been paid on 8 March 2005 as an initial deposit;
- (ii) HK\$686,000 will be paid within 7 days upon the receipt of relevant shipping documents after delivery;
- (iii) the balance of the consideration in the sum of HK\$98,000 will be paid upon the signing of the acceptance report by the Purchaser.

The consideration will be funded through a combination of internal resources and bank borrowings, which is expected to be in the proportion of approximately 15% and 85% respectively. For the bank borrowings, the Company will provide guarantee on a several basis in proportion to its equity interest in 1010. The terms of the third contract were determined after arm's length commercial negotiation between the parties and with reference to other independent suppliers' quotes in the market.

### **4. THE FOURTH CONTRACT**

Date: 15 March 2005

Purchaser: 1010, a subsidiary of the Company

Vendor: Vendor 4. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Vendor 4 and its ultimate beneficial owners are third parties independent of the Company and connected

persons (as defined in the GEM Rules) of the Company. Vendor 4 is engaged in machinery trading.

Assets acquired: The purchase contract includes eight sets of machinery that are designed for assisting the automatic production line in the printing operation. The machinery will be delivered to the production site around the period from May 2005 to September 2005.

Consideration: The consideration for the fourth contract amounts to approximately HK\$20,550,000 and it is payable in the following manner:

- (i) HK\$6,165,000 has been paid on 15 March 2005 as an initial deposit;
- (ii) the balance of HK\$14,385,000 will be paid by stages and in proportion to the quantity of the machinery delivered, upon the expiry of 30 days after the respective delivery.

The consideration will be funded through a combination of internal resources and bank borrowings, which is expected to be in the proportion of approximately 15% and 85% respectively. For the bank borrowings, the Company will provide guarantee on a several basis in proportion to its equity interest in 1010. The terms of the contract were determined after arm's length commercial negotiation between the parties and with reference to other independent suppliers' quotes in the market.

## **REASON FOR THE ACQUISITION**

The Group is engaged in the advertising media business which comprises recruitment magazine publishing, inflight magazine advertising and selling of statutory corporate announcement space. As disclosed in the 2004 annual report, the Company has recently set up a new subsidiary, namely 1010, which is engaged in the printing business. The machinery and equipment purchased under the above contracts are required for the setting up of the printing production line, which will commence operation in mid-2005. Since 1994, the Group has been involved in the printing business through its associated company, PPG Investments Limited ("PPG") where the Group has 20% interest. The sole asset of PPG is its 50% owned investment in a Hong Kong printing company. The Directors believe the acquisition of the above machinery and equipment will extend the Group's existing investment in printing business and broaden its earning base. With the Group's expertise and business connection in the industry, the Directors are of the view that the formation of the printing operation will provide a steady income to the Group and will also benefit the long term business development for the Group.

The Directors consider that the terms of the acquisition of the above assets are normal commercial terms and are fair and reasonable in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

The fourth contract constitutes a discloseable transaction of the Company under Rule 19.06 of the GEM Rules according to the percentage ratios calculated under Rule 19.07 of the GEM Rules. Also, during the period from 25 February 2005 to 15 March 2005, 1010 as the purchaser

entered into another three contracts for the acquisition of machinery and equipment with three different vendors, all are independent third parties, at the aggregate consideration of approximately HK\$4,380,000. These three contracts, whether individually or aggregated together, did not constitute a notifiable transaction of the Company. All of the four contracts, when aggregated together, constitute a discloseable transaction of the Company.

A circular containing further details of the above purchase contracts will be dispatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

“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
“Director(s)”	the director(s) of the Company
“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
“1010”	1010 Printing International Limited, is a wholly-owned subsidiary of 1010 Group Limited. 1010 Group Limited is owned as to 79% by a subsidiary of the Company, as to 3% by a person who is to be appointed as the chief executive officer of 1010 Group Limited and as to 18% by independent third parties. 1010 is engaged in the printing business.
“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
“Vendor 1”	An independent third party and not a connected person of the Company

“Vendor 2”	An independent third party and not a connected person of the Company
“Vendor 3”	An independent third party and not a connected person of the Company
“Vendor 4”	An independent third party and not a connected person of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board

**Ho Suk Yi**

*Director*

Hong Kong, 17 March 2005

*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*