
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Recruit Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

**For identification only*

7 April 2005

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities trade on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM listed issuers.

CONTENTS

	<i>page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
The Four Purchase Contracts	3
Reasons for and Effect of the Acquisition.....	6
Requirements of the GEM Rules.....	7
APPENDIX – General information	8

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“associate”	the same meaning ascribed thereto in the GEM Rules
“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.
“Latest Practicable Date”	31 March 2005, the latest practicable date prior to the issue of this circular for the purpose of ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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

DEFINITIONS

“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

LETTER FROM THE BOARD



RECRUIT HOLDINGS LIMITED

才庫媒體集團有限公司*

(Continued in Bermuda with limited liability)

(Stock code: 8073)

Executive Directors:

Lau Chuk Kin (Chairman)
Ho Suk Yi

Non-Executive Directors:

Wan Siu Kau
Lee Ching Ming, Adrian
Peter Stavros Patapios Christofis
Lam Mei Lan

Independent Non-Executive Directors:

Ling Ching Man, Eleanor
Cheng Ping Kuen, Franco
Tyen Kan Hee, Anthony

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
26th Floor
625 King's Road
North Point
Hong Kong

7 April 2005

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

ACQUISITION OF MACHINERY AND EQUIPMENT

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.

THE FOUR PURCHASE CONTRACTS

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

**For identification only*

LETTER FROM THE BOARD

(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

LETTER FROM THE BOARD

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

LETTER FROM THE BOARD

(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.

REASONS FOR AND EFFECT OF 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.

Following the delivery of the machinery and equipment, the Group's fixed assets will increase by the aggregate consideration, which amounts to approximately HK\$25 million. Current assets will decrease by the amounts of the purchase price funded from internal resources. Long-term liabilities will increase by the amount of the purchase price funded from bank borrowings less the amount of the bank borrowings falling due within one year, which will increase current liabilities. The acquisition of the machinery and equipment will be expected to facilitate the printing business which will generate sales to strengthen the earning base of the Group. The subsequent production overheads, (including depreciation charge and finance costs) will then be recognised in the consolidated accounts of the Company.

LETTER FROM THE BOARD

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.

REQUIREMENTS OF THE GEM RULES

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.

Your attention is drawn to the information set out in the Appendix to this circular.

Yours faithfully,
By Order of the Board
Recruit Holdings Limited
Ho Suk Yi
Director

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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;

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at the Latest Practicable Date, the interests of the Directors and Chief Executives of the Company in the Shares of the Company as recorded in the register required to be kept under section 352 of Part XV of the SFO were as follows:

(a) Interests in the shares of the Company

Name of Directors	Personal Interests (Shares)	Family Interests (Shares)	Corporate Interests (Shares)	Total Interests (Shares)	Percentage to the issued share capital of the Company (%)
Mr. Lau Chuk Kin (Note 1)	Nil	Nil	179,098,000	179,098,000	65.60
Mr. Lee Ching Ming, Adrian (Note 2)	100,500	50,000	Nil	150,500	0.06
Mr. Peter Stavros Patapios Christofis	670,500	Nil	Nil	670,500	0.25
Mr. Cheng Ping Kuen, Franco	204,000	Nil	Nil	204,000	0.07

(b) Options to subscribe for shares of the Company

Name of Directors	Date of grant	Exercise price per share (HK\$)	Vesting period	Exercisable period	Number of underlying shares comprised in the options	Percentage to the issued share capital of the Company (%)
Ms Ho Suk Yi	17.5.2004	0.28	17.5.2004 – 16.5.2005	17.5.2005 – 2.7.2013	250,000	0.09
Ms Ho Suk Yi	9.12.2004	0.43	9.12.2004 – 8.12.2005	9.12.2005 – 2.7.2013	250,000	0.09

Notes:

1. Of 179,098,000 shares, 1,144,000 shares and 177,954,000 shares are beneficially owned by ER2 Holdings Limited and City Apex Limited respectively. As at the Latest Practicable Date, Mr. Lau Chuk Kin beneficially owned 67% of the issued share capital of ER2 Holdings Limited, which is the ultimate holding company of City Apex Limited. Accordingly, Mr. Lau Chuk Kin is deemed to be interested in the said shares pursuant to Part XV of the SFO.
2. Of 150,500 shares, 50,000 shares are beneficially owned by the wife of Mr. Lee Ching Ming, Adrian, who is deemed to be interested in the said shares under Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, to the knowledge of the Company, none of the Directors or chief executive of the Company and their respective associates had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to rules 5.46 to 5.67 of the GEM Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDER

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, other than a Director or chief executive of the Company, the following persons had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of Share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

(a) The Company

Name of shareholder	Number of shares	Percentage to the issued share capital of the Company %
Mr. Lau Chuk Kin (<i>Note 1</i>)	179,098,000	65.60
ER2 Holdings Limited (<i>Note 1</i>)	179,098,000	65.60
City Apex Limited (<i>Note 1</i>)	177,954,000	65.18
Tai Wah Investment Company Limited (<i>Note 2</i>)	22,000,000	8.06
Chan Family Investment Corporation Limited (<i>Note 2</i>)	26,677,333	9.77
Great Eagle Holdings Limited (<i>Note 3</i>)	22,076,000	8.09
Jolly Trend Limited (<i>Note 3</i>)	22,076,000	8.09
The Great Eagle Company, Limited (<i>Note 3</i>)	22,076,000	8.09
Dr. Lo Ka Shui (<i>Note 4</i>)	22,226,000	8.14
JAIC-Somerley Corporate Development Fund Limited (<i>Note 5</i>)	16,788,178	6.15
Japan Asia Investment Company Limited (<i>Note 5</i>)	16,788,178	6.15
HSBC International Trustee Limited (<i>Note 6</i>)	16,788,178	6.15

Notes:

1. Of the 179,098,000 shares, Mr. Lau Chuk Kin is deemed to be interested in the 1,144,000 shares directly held by ER2 Holdings Limited. Each of Mr. Lau Chuk Kin and ER2 Holdings Limited is deemed to be interested in the 177,954,000 shares owned by City Apex Limited.
2. Of these shares, 3,679,333 shares are directly owned by Chan Family Investment Corporation Limited, 998,000 shares and 22,000,000 shares are respectively held by Earnyear Limited and Tai Wah Investment Company Limited. Both Earnyear Limited and Tai Wah Investment Company Limited are wholly-owned subsidiaries of Chan Family Investment Corporation Limited.
3. Each of Great Eagle Holdings Limited and Jolly Trend Limited is deemed to be interested in the 22,076,000 shares owned by The Great Eagle Company, Limited.
4. Of these shares, 22,076,000 shares are duplicated in the interest described in note 3, as The Great Eagle Company, Limited is a wholly-owned subsidiary of Great Eagle Holdings Limited. Dr. Lo Ka Shui was interested and/or deemed to be interested in the issued share capital of Great Eagle Holdings Limited. In addition, Dr. Lo Ka Shui has personal interest in 150,000 shares.
5. Japan Asia Investment Company Limited is deemed to be interested in the 16,788,178 shares owned by JAIC-Somerley Corporate Development Fund Limited.
6. 16,788,178 shares relate to the same block of shares as described in note 5. HSBC International Trustee Limited, in which the corporations mentioned in note 5 are the beneficiaries, is interested and/or deemed to be interested in the said 16,788,178 shares.

(b) Other members of the Group

Name of subsidiary	Name of shareholder	Proportion of nominal value of issued capital held %
1010 Group Limited	Global Resources Services Limited	15.00

Saved as disclosed above, as at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, other than a Director or chief executive of the Company, no persons had interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of Share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such capital.

DIRECTORS' INTEREST IN SERVICE CONTRACTS

None of the Directors has entered or is proposing to enter into a service contract with any member of the Group (excluding contracts expiring or terminable by the employer within one year without payment of compensation other than statutory compensation).

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the management shareholders of the Company or any of their respective associates has any business or interest that competes or may compete with the business of the Group pursuant to Rule 11.04 of GEM Rules.

LITIGATION

So far as the Directors are aware, as at the Latest Practicable Date, neither the Company nor any subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or arbitration of material importance and no litigation or claim of material importance was pending or threatened against the Company or any of its subsidiaries.

MISCELLANEOUS

- (i) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (ii) The head office and principal place of business of the Company in Hong Kong is at 26th Floor, 625 King's Road, North Point, Hong Kong.
- (iii) The qualified accountant and company secretary of the Company is Ms Ho Suk Yi. She is a qualified accountant and a member of both Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.
- (iv) The compliance officer of the Company is Mr. Lau Chuk Kin. He is the executive director and chairman of the Company.
- (v) The Company has established an audit committee in April 2000 in accordance with the GEM Rules. The primary duties of the audit committee are to (a) review the Company's annual reports, financial statements, interim reports, quarterly reports and to provide advice and comments thereon to the Company's board of directors and (b) review and supervise the financial reporting and internal control procedures of the Group. The audit committee comprises three independent non-executive directors, namely Mrs. Ling Ching Man, Eleanor, Mr. Cheng Ping Kuen, Franco and Mr. Tyen Kan Hee, Anthony, further details of whom are set out below:

Mrs. Ling Ching Man, Eleanor, SBS, OBE, JP, aged 57, is an Adviser to the Jardine Matheson Limited and a Board Member of the Hong Kong Hospital Authority; the Chairman of the Queen Elizabeth Hospital; the Chairman of the Hospital Authority Provident Fund Scheme; an Executive Committee member of the Employer's Federation of Hong Kong and the Vice Patron of the Community Chest.

Mr. Cheng Ping Kuen, Franco, aged 51, has over 25 years of experience in management of private banking and investment business in both Hong Kong and Canada. Mr. Cheng holds a Master Degree in Business Administration from The Chinese University of Hong Kong and is

now the Chief Representative of Rothschild Bank AG in Hong Kong.

Mr. Tyen Kan Hee, Anthony, aged 49, holds a Doctoral degree in Philosophy and a Master degree in Business Administration, both from The Chinese University of Hong Kong. He is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of both the Association of Chartered Certified Accountants and the Institute of Chartered Secretaries and Administrators, and a member of the Chinese Institute of Certified Public Accountants. He is currently a practising certified public accountant in Hong Kong and has over 27 years of experience in auditing, accounting, management and company secretary. Mr. Tyen is also currently an independent non-executive director of Value Convergence Holdings Limited, a company listed on the GEM.

- (vi) The Hong Kong branch share registrars and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (vii) The English text of this circular shall prevail over the Chinese text in the case of any inconsistency.