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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**

The Board announces that 1010 and Recruit as the purchasers entered into two purchase contracts with the Vendor on 17 March 2006 for the acquisition of six sets of machinery at the total consideration of approximately HK\$37,930,000. These contracts, whether individually or aggregated together, constitute 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.

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 and Recruit as the purchasers entered into two purchase contracts on 17 March 2006 for the acquisition of six sets of machinery at the total consideration of approximately HK\$37,930,000. Details are contained in this announcement.

### **1. THE FIRST CONTRACT**

Date: 17 March 2006

Purchaser: 1010

Vendor: Vendor is a company engaged in machinery trading.

Assets acquired: The purchase contract includes three sets of machinery that are designed for upgrading the automatic production line in the printing operation. Completion of the acquisition shall take place against presentation of the Acceptance Report , which is estimated to be at the end of March 2006.

Consideration: The consideration for the first contract amounts to HK\$22,340,000 and it is payable in the following manner:

- (i) HK\$8,936,000 has been paid on 17 March 2006 as an initial deposit;

- (ii) the balance of HK\$13,404,000 will be paid within 15 days after the presentation of the Acceptance Report.

The consideration for the first contract will be funded by the Group's internal resources and external financing. A corporate guarantee will be given by the Company for securing a banking facility to 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.

## **2. THE SECOND CONTRACT**

Date: 17 March 2006

Purchaser: Recruit

Vendor: Vendor is a company engaged in machinery trading.

Assets acquired: The purchase contract includes three sets of machinery that are designed for upgrading the automatic production line in the printing operation. Completion of the acquisition shall take place against presentation of Acceptance Report, which is estimated to be at the end of March 2006.

Consideration: The consideration for the second contract amounts to HK\$15,590,000 and it is payable in the following manner:

- (i) HK\$6,236,000 has been paid on 17 March 2006 as an initial deposit;
- (ii) the balance of HK\$9,354,000 will be paid within 15 days after the presentation of the Acceptance Report.

The consideration will be funded by the Group's internal resources. 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 THE ACQUISITION**

The Group is principally engaged in the advertising media businesses, including recruitment magazine publishing, inflight magazine advertising, printing business and investment trading. The two purchase contracts are not inter-conditional. The machinery purchased under the above contracts is required for upgrading the printing production facilities. With the installation of the machinery, the Group can reinforce its computer-to-plate and automated press systems and therefore it will have a quicker and better response to its clients' demands in terms of time and quality. In addition, the Group can expand its customer base and bring in new clients for the printing business in the coming year.

Following the acquisition of the machinery, the Group is able to increase the production capacities and enhance its competitiveness in the market for its printing business.

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

## **GENERAL**

These contracts, whether individually or aggregated together, constitute 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.

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

## **DEFINITIONS**

“Acceptance Report”	a report to be signed by the Purchaser for confirming the satisfactory performance of the machinery pursuant to the first contract and the second contract
“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, an indirect 70% owned subsidiary of the Company, is principally engaged in printing business
“Recruit”	The Recruit Publishing Company Limited, an indirect 95% owned subsidiary of the Company, is principally engaged in recruitment magazine publishing-related businesses
“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”	a company incorporated in Hong Kong. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owners are third parties independent of the Company and connected

persons (as defined in the GEM Rules) of the Company

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board

**Ho Suk Yi**

*Director*

Hong Kong, 21 March 2006

*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*