

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Recruit Holdings Limited

Stock code (ordinary shares): 8073

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 28th February 2006.

A. General

Place of incorporation	:	Cayman Islands (redomicile to Bermuda with effect from 29 th January 2003)
Date of initial listing on GEM	:	20 th July 2000
Name of Sponsor	:	N/A
Names of directors:	:	Mr. Lau Chuk Kin (chairman and executive director) Ms. Ho Suk Yi (executive director) Mr. Lee Ching Ming, Adrian (non-executive director) Mr. Wan Siu Kau (non-executive director) Mr. Peter Stavros Patapios Christofis (non-executive director) Ms Lam Mei Lan (non-executive director) Mrs. Ling Ching Man, Eleanor (independent non-executive director) Mr. Cheng Ping Kuen, Franco (independent non-executive director) Mr. Tyen Kan Hee, Anthony (independent non-executive director)

Names(s) of substantial shareholder(s)
(as such term is defined in rule 1.01
of the GEM Listing Rules) and their
respective interests in the ordinary
shares and other securities of the
Company :

<u>Name of Substantial Shareholders</u>	<u>Type of Securities</u>	<u>Number of Shares</u>	<u>Approximate Percentage of Shareholding</u>
Mr. Lau Chuk Kin ^(Note1)	Ordinary Share	179,314,000	65.34
ER2 Holdings Limited ^(Note1)	Ordinary Share	179,314,000	65.34
City Apex Limited ^(Note1)	Ordinary Share	177,954,000	64.85
Tai Wah Investment Company Limited ^(Note2)	Ordinary Share	22,000,000	8.02
Chan Family Investment Corporation Limited ^(Note2)	Ordinary Share	26,677,333	9.72
Great Eagle Holdings Limited ^(Note3)	Ordinary Share	22,076,000	8.04
Jolly Trend Limited ^(Note3)	Ordinary Share	22,076,000	8.04
The Great Eagle Company, Limited ^(Note3)	Ordinary Share	22,076,000	8.04
Dr. Lo Ka Shui ^(Note4)	Ordinary Share	22,226,000	8.10
JAIC-Somerley Corporate Development Fund Limited ^(Note5)	Ordinary Share	16,788,178	6.12
Japan Asia Investment Company Limited ^(Note5)	Ordinary Share	16,788,178	6.12
HSBC International Trustee Limited ^(Note6)	Ordinary Share	16,788,178	6.12

Notes:

- Of the 179,314,000 shares, Mr. Lau Chuk Kin is deemed to be interested in the 1,360,000 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.
- 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.
- 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.
- 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.
- Japan Asia Investment Company Limited is deemed to be interested in the 16,788,178 shares owned by JAIC-Somerley Corporate Development Fund Limited.
- 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.

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company :

NIL

Financial year end date :

31 December

Registered address	:	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
Head office and principal place of business	:	26th Floor, 625 King's Road, North Point, Hong Kong
Web-site address (if applicable)	:	www.recruit.hk
Share registrar	:	Principal share registrar: Butterfield Fund Services (Bermuda) Limited
		Branch share registrar: Computershare Hong Kong Investor Services Limited
Auditors	:	Grant Thornton

B. Business activities

The Group is engaged in advertising media business which comprises recruitment magazine publishing, inflight magazine advertising and selling of statutory corporate announcement space.

C. Ordinary shares

Number of ordinary shares in issue	:	274,416,000
Par value of ordinary shares in issue	:	HK\$0.2
Board lot size (in number of shares)	:	6,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

No. of shares falling to be issued upon the exercise of outstanding options : 3,359,000 (pursuant to the Company’s Share Option Scheme)

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

..... Mr. Lau Chuk Kin Mr. Wan Siu Kau Mr. Lee Ching Ming, Adrian
..... Ms Ho Suk Yi Mr. Peter Stavros Patapios Christofis Ms Lam Mei Lan
..... Mrs. Ling Ching Man, Eleanor Mr. Cheng Ping Kuen, Franco Mr. Tyen Kan Hee, Anthony