

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 30th September 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 | 179,392,000 | 65.28 |
| ER2 Holdings Limited ^(Note1) | Ordinary Share | 179,392,000 | 65.28 |
| City Apex Limited ^(Note1) | Ordinary Share | 177,954,000 | 64.76 |
| Tai Wah Investment Company Limited ^(Note2) | Ordinary Share | 22,000,000 | 8.01 |
| Chan Family Investment Corporation Limited ^(Note2) | Ordinary Share | 26,677,333 | 9.71 |
| Great Eagle Holdings Limited ^(Note3) | Ordinary Share | 22,076,000 | 8.03 |
| Jolly Trend Limited ^(Note3) | Ordinary Share | 22,076,000 | 8.03 |
| The Great Eagle Company, Limited ^(Note3) | Ordinary Share | 22,076,000 | 8.03 |
| Dr. Lo Ka Shui ^(Note4) | Ordinary Share | 22,226,000 | 8.09 |
| JAIC-Somerley Corporate Development Fund Limited ^(Note5) | Ordinary Share | 16,788,178 | 6.11 |
| Japan Asia Investment Company Limited ^(Note5) | Ordinary Share | 16,788,178 | 6.11 |

Notes:

- Of the 179,392,000 shares, Mr. Lau Chuk Kin is deemed to be interested in the 1,438,000 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.

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 | : | 274,800,000 |
| 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 : 2,974,000 (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 |