

## DEFINITIONS

*In this document, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“1010 Group”	1010 Group Limited, a non-wholly owned subsidiary of the Company
“1010job.com”	the Group’s website with the domain name, www.1010job.com
“1010job精英招聘”	the Group’s recruitment advertising publication distributed in Shanghai, the PRC
“1010 Printing”	1010 Printing International Limited, a wholly-owned subsidiary of 1010 Group
“1010 Printing (UK)”	1010 Printing (UK) Limited, a non wholly-owned subsidiary of the Company
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Australian dollars”	Australian dollars, the lawful currency of Australia
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of the Company as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CEA”	China Eastern Airlines
“CFIC”	Chan Family Investment Corporation Limited, which had an interest of 8.76% in the issued share capital of the Company as at the Latest Practicable Date
“China” or “PRC”	the People’s Republic of China but for the purpose of this document excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Daily”	the Hong Kong edition of China Daily, an English language newspaper published and circulated in Hong Kong

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“Chinavantage”	Chinavantage Group Limited, a wholly-owned subsidiary of the Company
“City Apex”	City Apex Limited, a company incorporated with limited liability on 23rd August, 2002, was owned as to 77% by ER2 and as to 23% by Wellsmart Assets and was the controlling shareholder with 64.61% interest in the issued share capital of the Company as at the Latest Practicable Date
“Colchester Holdings”	Colchester Holdings Limited, which had an interest of 1% in the issued share capital of ER2 as at the Latest Practicable Date
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Recruit Holdings Limited, a company incorporated on 13th March, 2000 in the Cayman Islands with limited liability and redomiciled to Bermuda on 29th January, 2003
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Contractual Arrangements”	a series of contractual agreements entered into between, among other parties, the PRC Entities and RMCS, which enables the Group to control and enjoy the economic benefits of the PRC Entities, details of which are set out in the paragraph headed “Contractual Arrangements” in the “Business” section in this document
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“CSA”	China Southern Airlines
“Director(s)”	the director(s) of the Company
“Dr. Lo”	Dr. Lo Ka Shui
“Easking”	Easking Limited, a wholly-owned subsidiary of the Company

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“ER2”	ER2 Holdings Limited, the ultimate holding company of the Company, which had an aggregate effective interest in 64.95% of the issued share capital of the Company as at the Latest Practicable Date
“FESCO”	Foreign Enterprise Service Company, a government bureau in the PRC responsible for domestic employment matters for foreign companies
“GBP”	sterling pounds, the lawful currency of the UK
“GEC”	The Great Eagle Company, Limited, which had an interest of 7.86% in the issued share capital of the Company as at the Latest Practicable Date
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“GEM Share Option Scheme”	the GEM share option scheme adopted by the Company on 3rd July, 2000, a summary of the principal terms of which is contained under “GEM Share Option Scheme” in Appendix V to this document
“Great Eagle”	Great Eagle Holdings Limited, the holding company of Wellsmart Assets and a company listed on the Main Board
“Group”	the Company and its subsidiaries
“GRS”	Global Resources Services Limited, which had an interest of 15.0% in the issued share capital of 1010 Group, the beneficial owner of which is the management of 1010 Printing
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

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“Hong Kong Transit Publishing”	Hong Kong Transit Publishing Co., Limited (currently known as Recruit Advertising Limited), being the operating company of the recruitment advertising business of the Group in April 1992
“Independent Third Party” or “Independent Third Parties”	a person(s) or company(ies) which is/are not connected with the Directors, supervisors, chief executive, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates
“Introduction”	the proposed listing of the entire issued share capital of the Company on the Main Board by way of introduction
“IRG”	International Resources Group Limited, a subsidiary of OPD Group and is owned as to approximately 1% by Mr. Lau as at the Latest Practicable Date
“Jobstreet”	Jobstreet Corporation Berhad, an Independent Third Party and a company listed on Mesdaq Market of Bursa Malaysia Securities Berhad, which had an interest of 20% in the issued share capital of RGL as at the Latest Practicable Date
“KCR”	the Kowloon Canton Railway
“Latest Practicable Date”	20th June, 2007, being the latest practicable date prior to printing of this document for ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares on the Main Board commence, expected to be on 23rd July, 2007
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Mr. Lau”	Mr. Lau Chuk Kin, an executive Director and Chairman of the Company

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“Mr. Lee”	Mr. Lee Ching Ming, Adrian, a non-executive Director
“Mr. Wan”	Mr. Wan Siu Kau, a non-executive Director
“MTR”	the mass transit railway system in Hong Kong operated by MTR Corporation
“MTR Corporation”	MTR Corporation Limited, an Independent Third Party and the operator of MTR in Hong Kong
“Naturbest”	Naturbest Investments Limited, a wholly-owned subsidiary of the Company
“OPD Group”	OPD Group Plc, a company listed on the London Stock Exchange Plc
“Oriental Touch China”	Oriental Touch China Limited, a 45%-owned associate of the Group
“PPGI”	PPG Investments Limited, a 50%-owned associate of the Group
“PPGL”	Premier Printing Group Limited, a 50%-owned associate of PPGI
“PRC Entities”	Shanghai Decai, Shanghai Haifan and Shanghai Lieying
“Processing Agreement”	a processing agreement dated 7th March, 2005 entered into between 1010 Printing, 博羅縣園洲鎮下南實業發展公司 (Boluo County Yuanzhou Town Xianan Industrial Development Company*) and 博羅縣對外加工裝配服務公司 (Boluo County Foreign Subcontracting Service Company*) in relation to the processing arrangement for manufacturing of printed products, details of which are set out in the paragraph headed “Processing arrangements of the Production Facility” in the “Business” section in this document
“Processing Arrangement”	the processing arrangement conducted under the Processing Agreement

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“Production Facility”	博羅縣園洲匯星印刷廠 (Boluo County Yuanzhou 1010 Printing Factory*), a production facility situated at Xianan Industrial Area, Nangang Road, Yuanzhou Town, Boluo County, Huizhou City, Guangdong Province, the PRC, owned by 博羅縣園洲鎮下南實業發展公司 (Boluo County Yuanzhou Town Xianan Industrial Development Company*) which is used for manufacturing of printed products for the Group pursuant to the Processing Agreement
“Proposed Share Option Scheme”	the proposed share option scheme to be conditionally adopted at the SGM, a summary of the principal terms of which is set out in the section headed “Proposed Share Option Scheme” in Appendix V to this document
“RCH”	Recruit (China) Holdings Limited, a non wholly-owned subsidiary of the Company
“RCL”	Recruit Company Limited, a wholly-owned subsidiary of the Company
“recruitonline.com”	the Group’s website with the domain name, www.recruitonline.com
“Recruit (BVI)”	Recruit (BVI) Limited, a wholly-owned subsidiary of the Company
“RGL”	Recruit Group Limited, a non wholly-owned subsidiary of the Company
“RGL Group”	RGL and its subsidiaries
“RHRG”	Recruit Human Resources Group Limited, a non wholly-owned subsidiary of the Company
“RHRG Group”	RHRG and its subsidiaries
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“RMCSC”	才庫企業管理顧問(上海)有限公司 (Recruit Management Consulting (Shanghai) Company Limited*), a non wholly-owned subsidiary of the Company
“RMS”	Recruit Management Services Limited, a wholly-owned subsidiary of the Company

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“ROA”	Recruit Online Advertising Limited (formerly known as The Recruit Publishing Company Limited), a non wholly-owned subsidiary of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“SGM”	a special general meeting of the Company to be held at 10:00 a.m. on Friday, 13th July, 2007 at 26th Floor, 625 King’s Road, North Point, Hong Kong or any adjournment thereof
“Shanghai Decai”	上海德才人力資源有限公司(Shanghai Decai Human Resources Company Limited*), a company established in the PRC and a subsidiary of the Company under the Contractual Arrangements
“Shanghai Haifan”	上海海帆廣告有限公司(Shanghai Haifan Advertising Company Limited*), a company established in the PRC and a subsidiary of the Company under the Contractual Arrangements
“Shanghai Lieying”	上海獵英人才服務有限公司(Shanghai Lieying Human Resources Services Company Limited*), a company established in the PRC and a subsidiary of the Company under the Contractual Arrangements
“Share(s)”	share(s) of nominal value of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Somerley” or “Sponsor”	Somerley Limited, the sponsor of the Introduction and a corporation licensed under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
“sq. ft.”	square feet
“sq. m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	the meaning ascribed to it in the Listing Rules
“substantial shareholder(s)”	the meaning ascribed to it in the Listing Rules
“SWPL”	Samuel Wan & Partners Limited, a company owned as to 12.5% by Mr. Lau and 55.0% by Mr. Wan as at the Latest Practicable Date

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“Track Record Period”	the period comprising the three financial years ended 31st December, 2006
“UK”	the United Kingdom
“US” or “United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the US
“VIP”	very important person
“Wellsmart Assets”	Wellsmart Assets Limited, which had an interest of 23% in the issued share capital of City Apex as at the Latest Practicable Date
“Zhong Lun”	Zhong Lun Law Firm, the legal advisers to the Company as to PRC laws
“%” or “per cent.”	percent

*Unless otherwise specified in this document, amounts denominated in RMB and US\$ have been translated, for illustration only, into HK\$ at the following exchange rates:*

*HK\$1.00 = RMB1.00*

*HK\$7.80 = US\$1.00*

*The exchange rates above are for reference only. No representation is made that any amounts in RMB, US\$ or HK\$ could have been or could be converted at the above rate or at any other rates or at all.*

*The contents of the websites at [www.recruitonline.com](http://www.recruitonline.com) and [www.1010job.com](http://www.1010job.com) do not form part of this document.*

*\* The English translation of Chinese names is included for identification only and should not be regarded as their official English translation.*