



# RECRUIT HOLDINGS LIMITED

## 才庫媒體集團有限公司\*

(Continued in Bermuda with limited liability)

(Stock code on GEM: 8073)

### FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE SPECIAL GENERAL MEETING

TO BE CONVENED AT 10:00 A.M. ON FRIDAY, 13 JULY 2007

AT 26TH FLOOR, 625 KING'S ROAD, NORTH POINT, HONG KONG (OR ANY ADJOURNMENT THEREOF)

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note 2) shares of HK\$0.20 each in the capital of Recruit Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note 3) at the special general meeting (the "Meeting") of the Company to be convened at 10:00 a.m. on Friday 13th July 2007 at 26/F, 625 King's Road, North Point, Hong Kong or any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be casted (note 4)

		FOR	AGAINST
1.	Conditional upon the conditions set out in this resolution, to withdraw ("Proposed Withdrawal") the listing of the shares on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited with effect from such date and time as the directors of the Company ("Directors") may designate.		
2.	To approve (a) the adoption of the new share option scheme ("Proposed Share Option Scheme"); (b) the termination of the share option scheme adopted by the Company on 3 July 2000 with effect from the date on which the Proposed Share Option Scheme becomes unconditional and effective; and (c) the reduction of notice period in connection with the Proposed Withdrawal to a minimum notice period of five clear business days, commencing on the date on which the shareholders of the Company approve this resolution.		
3.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To revoke the general mandate to issue shares of the Company granted to the directors of the Company at the annual general meeting of the Company held on 13 April 2007.		
4.	(A) To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.		
	(B) To revoke the general mandate to repurchase shares of the Company granted to the directors of the Company at the annual general meeting of the Company held on 13 April 2007.		
5.	To extend the general mandate granted to the Directors to allot, issue and deal with the additional shares by the aggregate nominal amount of the issued share capital of the Company repurchased by the Company.		

Date: \_\_\_\_\_ Signature(s): X \_\_\_\_\_ X (notes 5, 6, 7 and 8)

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must be present in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if in the shareholder is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority must be deposited at the office of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or the adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.

\* For identification only