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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting of **RECRUIT HOLDINGS LIMITED** will be convened at 10:00 a.m. on Friday, 13 July 2007 at 26th Floor, 625 King's Road, North Point, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions each of which will be proposed (with or without modification) as an ordinary resolution of the Company:–

ORDINARY RESOLUTIONS

1. **“THAT** conditional upon:–

- (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, on the main board (the “Main Board”) of the Stock Exchange (i) the shares of HK\$0.20 each in the issued share capital of the Company (the “Shares”); (ii) the Shares which may be issued upon the exercise of the outstanding options which were granted under the share option scheme adopted by the Company on 3 July 2000 (the “GEM Share Option Scheme”); (iii) any Shares which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme (as defined in the resolution numbered 2 set out in the notice of the special general meeting of the Company dated 27 June 2007); and
- (2) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”) not less than five clear days (other than a Saturday or Sunday) on which banks in Hong Kong are open for business (“Business Days”), prior to the date on which the Proposed Withdrawal is effective;

the listing of the Shares on GEM be cancelled with effect from such date and time as the Directors of the Company may by resolution designate, and the Directors be and are hereby authorised generally to do all such acts as they may deem necessary, desirable or expedient in connection therewith.”

* *For identification only*

2. **“THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, on the Main Board (i) the Shares (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007; (ii) the Shares which may be issued upon the exercise of any options which were granted under the GEM Share Option Scheme (as defined in resolution numbered 1 set out in the notice of this meeting); and (iii) the Shares which may be issued upon the exercise of any options which may be granted under the new share option scheme (the “Proposed Share Option Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification);
- (a) the Proposed Share Option Scheme be and is hereby approved and adopted by the Company and the Directors be and are hereby authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any options which may be granted under the Proposed Share Option Scheme and to do all such acts as the Directors may in their absolute discretion consider necessary or expedient in order to give full effect to the Proposed Share Option Scheme;
 - (b) the GEM Share Option Scheme be and is hereby terminated with effect from the date on which the Proposed Share Option Scheme becomes unconditional; and
 - (c) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange in connection with the Proposed Withdrawal be reduced to a minimum period of five clear Business Days on which the shareholders of the Company shall have approved the Proposed Withdrawal.”
3. **“THAT**
- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007) in the share capital of the Company and to make or grant offers, arrangements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme or similar arrangement for the time being adopted for the grant of issue of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue Shares in lieu of the whole or part of dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities

of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) for the purposes of this Resolution, “Relevant Period” means the period from the date of passing this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holding of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements, of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company); and

- (e) the general mandate to issue Shares granted to the Directors on 13 April 2007 be and is hereby revoked.”

4. **“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its Shares on the Stock Exchange (as defined in resolution numbered 1 set out in the notice of the special general meeting of the Company dated 27 June 2007) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities of the Stock Exchange or the rules and regulations of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly;

- (c) for the purposes of this Resolution, “Relevant Period” means the period from the date of passing this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;
- (d) the general mandate to repurchase Shares granted to the Directors on 13 April 2007 be and is hereby revoked.”
5. “**THAT** conditional upon resolutions numbered 3 and 4 set out in the notice of the special general meeting of the Company dated 27 June 2007 being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares (as defined in resolution numbered 1 set out in the notice of this meeting) and to make or grant offers agreements and options which might require the exercise of such powers pursuant to resolution numbered 3 set out in the notice of this meeting be and is hereby increased and extended by the additional thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 4 set out in the notice of this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date hereof.”

By Order of the Board
Recruit Holdings Limited
Ho Suk Yi
Executive Director

Hong Kong, 27 June 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
26th Floor
625 King’s Road
North Point
Hong Kong

As at the date of this announcement, the Board comprises Lau Chuk Kin, Ho Suk Yi and Peh Tun Lu, Jefferson as executive Directors, Wan Siu Kau, Lee Ching Ming, Adrian, Peter Stavros Patapios Christofis and Lam Mei Lan as non-executive Directors and Ling Lee 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 Announcements” page for at least seven days from the date of its posting.