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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: 550)

# DISCLOSEABLE TRANSACTIONS ACQUISITION OF MACHINERY

The Board announces that 1010 as the purchaser entered into two machinery purchase contracts with the Vendor on 9 April 2009 and 14 January 2010 at consideration of approximately HK\$7,480,000 and HK\$15,785,000 respectively. These two contracts, when aggregated together, constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

### INTRODUCTION

The Board announces that 1010 as the purchaser entered into two machinery purchase contracts on 9 April 2009 and 14 January 2010. Details are contained in this announcement.

### 1. THE FIRST CONTRACT

Date: 9 April 2009

Purchaser: 1010, a subsidiary of the Company, is principally engaged in printing

business

Vendor: To the best of the Directors' knowledge, information and belief having

made all reasonable enquiry, the Vendor and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company. The Vendor is principally

engaged in machinery trading.

Assets acquired:

The first contract includes one set of machinery that is designed for upgrading the automatic production line in the printing operation. Delivery and installation of the machinery was completed in June 2009.

Consideration:

The consideration for the first contract amounted to EUR680,000 (equivalent to approximately HK\$7,480,000) and it was payable in cash as follows:

- (i) 10% deposit to be paid upon signing of the first contract;
- (ii) the balance to be paid upon completion of installation.

The consideration was funded through a combination of internal resources and finance lease, which is expected to be in the proportion of approximately 10% and 90% respectively. For the finance lease, the Company and other shareholders of 1010 provide guarantee on a several basis in proportion to their respective equity interests in 1010. The terms of the contract were determined after arm's length commercial negotiation between the parties and with reference to the current market value of the printing machinery used in the market.

#### 2. THE SECOND CONTRACT

Date: 14 January 2010

Purchaser: 1010, a subsidiary of the Company, is principally engaged in printing

business

Vendor: To the best of the Directors' knowledge, information and belief having

made all reasonable enquiry, the Vendor and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company. The Vendor is principally

engaged in machinery trading.

Assets acquired: The second contract includes one set of machinery that is designed for

upgrading the automatic production line in the printing operation. Delivery and installation of the machinery shall be completed in May

2010.

Consideration: The consideration for the second contract amounted to EUR1,435,000

(equivalent to approximately HK\$15,785,000) and it is payable in cash as

follows:

(i) 10% deposit to be paid upon signing of the second contract;

(ii) the balance to be paid within 180 days after date of delivery.

The consideration will be funded through a combination of internal resources and bank borrowings, which is expected to be in the proportion

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of approximately 20% and 80% respectively. For the bank borrowings, the Company and other shareholders of 1010 will provide guarantee on a several basis in proportion to their respective equity interests in 1010. The terms of the contract were determined after arm's length commercial negotiation between the parties and with reference to the current market value of the printing machinery used in the market.

## **REASON FOR THE ACQUISITION**

The Group is principally engaged in the advertising media businesses, including recruitment magazine publishing, inflight magazine advertising, printing business and investment trading. The machinery purchased under the above contracts is required for upgrading the printing production facilities. With the installation of the machinery, the Group can enhance its production capacity for its increasing printing volume in future. In addition, the Group can expand its customer base and bring in new clients for the printing business.

The Directors consider that the terms of the acquisition of the above assets are normal commercial terms and are fair and reasonable in the interests of the Company and the Shareholders as a whole.

#### **GENERAL**

The Board announces that 1010 as the purchaser entered into two machinery purchase contracts with the Vendor on 9 April 2009 and 14 January 2010 at consideration of approximately HK\$7,480,000 and HK\$15,785,000 respectively. These two contracts, when aggregated together, constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

#### **DEFINITIONS**

"Board" the board of Directors

"Company" Recruit Holdings Limited, a company continued in Bermuda with limited liability and the shares of which are listed on Main Board of the Stock Exchange

"Director(s)" the director(s) of the Company

"EUR" Euro, the lawful currency of the European Union

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the People's Republic of China

"1010" 1010 Printing International Limited, an indirect 77.8% owned

subsidiary of the Company, is principally engaged in printing

business

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"Share(s)" ordinary share(s) of HK\$0.2 each in the capital of the

Company

"Shareholder(s)" the holder(s) of Shares

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Vendor" An independent third party and not a connected person of the

Company

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board
Recruit Holdings Limited
Lam Mei Lan
Company Secretary

Hong Kong, 5 February 2010

As at the date of this announcement, the Board comprises Lau Chuk Kin, Lam Mei Lan and Chow So Chu as executive directors, Wan Siu Kau, Lee Ching Ming, Adrian and Peter Stavros Patapios Christofis as non-executive directors and Ling Lee Ching Man, Eleanor, Cheng Ping Kuen, Franco and Ho David as independent non-executive directors.

<sup>\*</sup> For identification purpose only