
INFORMATION ABOUT THIS PROSPECTUS AND THE SHARE OFFER

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information to the public 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 prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

UNDERWRITING

The Share Offer comprises 99,964,164 Placing Shares initially available for subscription by professional, institutional and other investors under the Placing, 12,504,000 Public Offer Shares initially available for subscription by the public under the Public Offer and 12,531,836 Reserved Shares initially available for subscription by the Qualifying Recruit Shareholders under the Preferential Offer in each case at the maximum Offer Price of HK\$0.90 per Offer Share payable in full on application and subject to refund (plus brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% on such price) and subject, in each case, to reallocation as described in the section headed "Structure and conditions of the Share Offer" in this prospectus.

The Listing is sponsored by the Sponsor and the Share Offer is lead managed by the Joint Lead Managers. Pursuant to the Public Offer Underwriting Agreement, the Public Offer is underwritten by the Public Offer Underwriters, and the Placing Underwriting Agreement is expected to be entered into among the Company, the Controlling Shareholders and the Placing Underwriters, subject to agreement on the Offer Price between the Company and the Underwriters. For more information about the Underwriters and the underwriting arrangements, please see the section headed "Underwriting" in this prospectus.

PUBLIC OFFER SHARES AND PLACING SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit the offering of the Public Offer Shares and the Placing Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any circumstances in which such offer or invitation is not authorised or to any person to whom it is unlawful to make an unauthorised offer or invitation.

The Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus. No person is authorised in connection with the Share Offer to give any information, or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Joint Lead Managers, the Sponsor, the Underwriters, and any of their respective directors, officers, employees, agents or representatives of any of them or any other person involved in the Share Offer.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer.

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No part of the Shares or loan capital of the Company is listed or dealt in on any other stock exchange and at present no such listing or permission to deal is being or proposed to be sought.

HONG KONG REGISTER AND STAMP DUTY

The Company's principal register of members will be maintained by the principal share registrar in Bermuda, Butterfield Fulcrum Group (Bermuda) Limited. All Shares to be issued pursuant to the Share Offer will be registered on the Company's Hong Kong register of members maintained by Computershare Hong Kong Investor Services Limited in Hong Kong. Only Shares registered on the Company's Hong Kong register of members maintained in Hong Kong may be traded on the Stock Exchange.

Dealings in the Shares registered on the Company's Hong Kong register of members will be subject to Hong Kong stamp duty.

PROFESSIONAL TAX ADVICE RECOMMENDED

You are recommended to consult your professional advisers, if you are in any doubt as to the taxation implications of subscribing for, holding, disposal of, and dealing in the Shares or the exercise of any rights in relation to them.

The Company, the Joint Lead Managers, the Sponsor, the Underwriters and any of their respective directors, officers, employees, agents or representatives of any of them or any other person or party involved in the Share Offer do not accept responsibility for any tax effects on, or liabilities of, any person resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to the Offer Shares.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of listing of, and permission to deal in, the Shares on the Stock Exchange and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS. If you are unsure about the details of CCASS settlement arrangements and how such arrangements will affect your rights, interests and liabilities, investors should seek the advice of your licensed securities dealers or other professional advisers.

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PROCEDURES FOR APPLICATION FOR THE PUBLIC OFFER SHARES AND RESERVED SHARES

The respective procedures for applying for the Public Offer Shares and Reserved Shares are set out under the section headed “How to apply for the Public Offer Shares and Reserved Shares” in this prospectus and on the relevant Application Forms.

STRUCTURE OF THE SHARE OFFER

Details of the structure of the Share Offer, including its conditions, are set out under the section headed “Structure and conditions of the Share Offer” in this prospectus.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 25 July 2011. Shares will be traded in board lots of 4,000 Shares each.

PRACTICE NOTE 15 OF THE LISTING RULES

The Share Offer has been approved by City Apex Limited, a controlling shareholder of Recruit, by way of written shareholder’s resolution in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. Recruit is required to comply with the requirements of Practice Note 15 of the Listing Rules which, among others, require the Group to offer the Assured Entitlements to Qualifying Recruit Shareholders. For further details of the Assured Entitlements, please refer to the section headed “Structure and conditions of the Share Offer — The Preferential Offer” in this prospectus.

LANGUAGE

If there is any inconsistency between the names of any of the entities mentioned in this prospectus which are not in the English language and their English translations, the names in their respective original languages shall prevail.

ROUNDING

Any discrepancies in any table in this prospectus and the Application Forms between totals and sums of individual amounts listed therein are due to rounding.