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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)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of the Company (the "SGM") will be held at 10 a.m. on 28 November 2011, Monday at 26th Floor, 625 King's Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification) as special resolutions:

### **SPECIAL RESOLUTIONS**

1. **"THAT**

- (i) subject to and conditional upon the approval of the Registrar of Companies of Bermuda being obtained, the English name of the Company be changed to "Cinderella Media Group Limited" and Chinese name of "先傳媒集團有限公司" be adopted for identification purpose only; and
- (ii) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name and adoption of Chinese name of the Company for identification purpose only."

2. **"THAT**

the bye-laws of the Company ("Bye-laws") be and are hereby amended in the following manner:

## 2.1. Bye-law 1

By adding the following new definitions in Bye-law 1 in alphabetical order:

- "address" shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-laws."
- "Business day(s)" any day on which the Designated Stock Exchange is generally open for the business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.
- "electronic" relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time."

## 2.2. Bye-law 2

By deleting the existing definition of special resolution in Bye-law 2(h) in its entirety and substituting therefor the following:

"(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59."

By deleting the existing definition of ordinary resolution in Bye-law 2(i) in its entirety and substituting therefor the following:

"(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to

do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59."

2.3. Bye-law 9A

By inserting the following Bye-law after Bye-law 9 as a new Bye-law 9A:

"9A. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company."

2.4. Bye-law 44

By deleting the first sentence of the existing Bye-law 44 and substituting therefor the following:

"The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act."

2.5. Bye-law 48

By inserting the following Bye-law after Bye-law 48(1) as a new Bye-law 48(1A):

"(1A) Fully paid shares shall be free from any restriction on the right of transfer (except when permitted by the Designated Stock Exchange) and shall also be free from all liens."

2.6. Bye-law 59

By deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following:

"59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business

days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right."

#### 2.7. Bye-law 63

By deleting the first sentence of the existing Bye-law 63 and substituting therefor the following:

"The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act."

#### 2.8. Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

"66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in

advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll."

2.9. Bye-law 67

By deleting the existing Bye-law 67 in its entirety and replacing it with the words "Intentionally Deleted".

2.10. Bye-law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

"68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

2.11. Bye-law 69

By deleting the existing Bye-law 69 in its entirety and replacing it with the words "Intentionally Deleted".

2.12. Bye-law 70

By deleting the existing Bye-law 70 in its entirety and replacing it with the words "Intentionally Deleted".

2.13. Bye-law 73

By deleting the existing Bye-law 73 in its entirety and replacing it with the following:

"73. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have."

2.14. Bye-law 75

By deleting the existing Bye-law 75 in its entirety and substituting therefor the following:

"A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be."

2.15. Bye-law 80

By deleting the existing Bye-law 80 in its entirety and substituting therefor the following:

"The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked."

2.16. Bye-law 81

By deleting the existing Bye-law 81 in its entirety and substituting therefor the following:

"Instruments of proxy shall be in any common form or in such other form as the Board may approve that complies with the rules of the Designated Stock Exchange (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates."

2.17. Bye-law 82

By deleting the existing Bye-law 82 in its entirety and substituting therefor the following:

"A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used."

2.18. Bye-law 85

By deleting the existing Bye-law 85(2) in its entirety and substituting therefor the following:

"85. (2) Notwithstanding any provisions contained in these Bye-laws, a resolution in writing shall not be passed for the purpose of removing a Director before the expiration of his term of office under Bye-law 86(4) or

for the purposes set out in Bye-law 156(3) relating to the removal and appointment of the Auditor."

2.19. Bye-law 86

By deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following:

"86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election."

By deleting the existing Bye-law 86(4) in its entirety and substituting therefor the following:

"86. (4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal."

2.20. Bye-law 103

By deleting the existing Bye-law 103(1)(v) in its entirety and replacing it with the words "Intentionally Deleted".

By deleting the existing Bye-law 103(2) in its entirety and replacing it with

the words "Intentionally Deleted".

By deleting the existing Bye-law 103(3) in its entirety and replacing it with the words "Intentionally Deleted".

2.21. Bye-law 122

By deleting the existing Bye-law 122 in its entirety and substituting therefor the following:

"122. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid."

2.22. Bye-laws 127

By deleting the existing Bye-law 127(1) in its entirety and substituting therefor the following:

"127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye-laws."

By deleting the existing Bye-law 127(2) in its entirety and substituting therefor the words "Intentionally Deleted".

2.23. Bye-law 129

By deleting the existing Bye-law 129 in its entirety and substituting therefor the words "Intentionally Deleted".

2.24. Bye-law 159

By deleting the existing Bye-law 159 in its entirety and substituting therefor the following:

"If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. Any auditor so appointed shall hold office until the close of the next annual general meeting."

2.25. Bye-law 162

By deleting the existing Bye-law 162 in its entirety and substituting therefor the following:

"162. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated

Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

2.26. Bye-law 163

By deleting the existing Bye-law 163(b) in its entirety and substituting therefor the following:

"163. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;"

By inserting the following Bye-law after Bye-law 163(d) as a new Bye-law 163(e)

"163(e)if served by advertisement in newspapers in accordance with these Bye-laws, shall be deemed to have been served on the day in which the advertisement is first published."

By order of the Board  
**Recruit Holdings Limited**  
**Lam Mei Lan**  
Executive Director

Hong Kong, 4 November 2011

**Notes:**

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his instead and any member who is the holder of 2 or more Shares in the Company is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.
3. As at the date of this notice, the Board comprises Mr. Lau Chuk Kin, Ms. Lam Mei Lan and Ms. Chow So Chu as executive directors, Mr. Wan Siu Kau, Mr. Lee Ching Ming, Adrian and Mr. Peter Stavros Patapios Christofis as non-executive directors and Mrs. Ling Lee Ching Man, Eleanor, Mr. Cheng Ping Kuen, Franco and Mr. Ho David as independent non-executive directors.

*\* For identification only*