



PRUDENCE WINNER LIMITED

(a company incorporated in the British Virgin Islands with limited liability)

A WHOLLY OWNED SUBSIDIARY OF GLOBAL CHINA GROUP HOLDINGS LIMITED

泛華集團控股有限公司*

(a company incorporated in Bermuda with limited liability)

WITHDRAWAL OF OFFER

ON BEHALF OF PRUDENCE WINNER LIMITED A WHOLLY OWNED SUBSIDIARY OF GLOBAL CHINA GROUP HOLDINGS LIMITED BY GLOBAL CHINA CORPORATE FINANCE LIMITED

GC Corporate Finance notes the announcements dated 10 October 2002 made by the Company and City Apex respectively and in particular that:

- City Apex has acquired, in aggregate, 382,657,000 Shares representing approximately 34.02 per cent of the issued share capital of the Company from Publicitas and JC Decaux;
- City Apex and parties acting in concert with it are now interested in 725,777,000 Shares representing 64.51 per cent of the issued share capital of the Company;
- following completion of the Share Acquisition, the voluntary conditional cash offer announced by City Apex on 5 October 2002 has become a mandatory unconditional cash offer; and
- City Apex and GEC who are interested in 382,657,000 Shares and 220,760,000 Shares respectively, have confirmed that they will not accept the Offer in respect of their total holding of 603,417,000 Shares representing approximately 53.64 per cent of the issued share capital of the Company.

The Offer is conditional upon, amongst other things, valid acceptances being received in respect of not less than 90 per cent (or such lesser percentage as the Offeror may decide) of the Shares to which the Offer relates, provided that this condition shall not be satisfied unless the Offeror and/or parties acting in concert with it shall have acquired or agreed to acquire (pursuant to the Offer or otherwise), directly or indirectly, Shares carrying, in aggregate, more than 50 per cent of the voting rights then exercisable at general meetings of Company.

The Offeror therefore considers that it is impossible for the Offer to become unconditional as to acceptances and therefore announces that it is withdrawing the Offer.

GC Corporate Finance, the financial adviser to the Offeror in relation to the Offer, notes the announcement dated 10 October 2002 made by the Company and the announcement also dated 10 October 2002 made by City Apex announcing the following matters:

- City Apex has acquired, in aggregate, 382,657,000 Shares representing approximately 34.02 per cent of the issued share capital of the Company from Publicitas and JC Decaux;
- City Apex and parties acting in concert with it are now interested in 725,777,000 Shares representing 64.51 per cent of the issued share capital of the Company;
- following completion of the Share Acquisition, the voluntary conditional cash offer announced by City Apex on 5 October 2002 has become a mandatory unconditional cash offer; and
- City Apex and GEC who are interested in 382,657,000 Shares and 220,760,000 Shares respectively, have confirmed that they will not accept the Offer in respect of their total holding of 603,417,000 Shares representing approximately 53.64 per cent of the issued share capital of the Company.

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Since:

- (a) City Apex and GEC are now, in aggregate, interested in 603,417,000 Shares representing approximately 53.64 per cent of the issued share capital of the Company; and
- (b) City Apex and GEC have confirmed that they will not accept the Offer in respect of their total holding;

it is impossible for the Offer to become unconditional as to acceptances. Accordingly the Offeror announces that it is withdrawing the Offer.

DEFINITIONS

In this Announcement, unless the context otherwise requires, the following expressions have the meanings set out below:

- “City Apex” means City Apex Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned as to 71 per cent by ER2 Holdings Limited and as to 29 per cent indirectly by Great Eagle.
- “Company” means Panda-Recruit Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM.
- “GC Corporate Finance” Global China Corporate Finance Limited, a dealer and an investment adviser registered under the Securities Ordinance (CAP 333 of the Laws of Hong Kong) and a company incorporated in Hong Kong with limited liability, the financial adviser to the Offeror.

- “GEC” means The Great Eagle Company, Limited, an indirect wholly owned subsidiary of Great Eagle.
- “GEM” means the Growth Enterprise Market of the Stock Exchange.
- “Global China” means Global China Group Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange.
- “Great Eagle” means Great Eagle Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange and an initial management shareholder of the Company.
- “JC Decaux” means JC Decaux Pearl & Dean Limited, a former substantial shareholder of the Company.
- “Offer” means the voluntary conditional cash offer by the Offeror for the Shares announced on 7 October 2002.
- “Offeror” means Prudence Winner Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of Global China.
- “Publicitas” means Publicitas Asia Holdings Limited, a former substantial shareholder of the Company.
- “SFC” means the Securities and Futures Commission.
- “Share Acquisition” means the acquisition by City Apex from Publicitas and JC Decaux of 264,912,000 Shares and 117,745,000 Shares respectively.
- “Shares” means the shares of HK\$0.05 each of the Company.
- “Stock Exchange” means The Stock Exchange of Hong Kong Limited.

By order of the board of
Global China Group Holdings Limited
Wong Wai Ming
Director

By order of the board of
Prudence Winner Limited
Ronald Yang
Director

Hong Kong, 11 October 2002

Subject to the following paragraph, the directors of Global China and the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any of their statements in this Announcement misleading.

The information on the Share Acquisition in this Announcement has been taken from the announcement dated 10 October 2002 made by the Company and City Apex. The directors of Global China and the Offeror jointly and severally accept full responsibility that such information has been accurately extracted.

* For identification purposes only.