



## **ASX Announcement**

18 August 2017

### **Zhaopin Privatisation Update**

SEEK Limited (ASX: SEK) ("SEEK") advises that Zhaopin Limited (NYSE: ZPIN) ("Zhaopin"), its New York Stock Exchange listed subsidiary, announced on 17 August, 2017 that it has lodged a transaction statement on Schedule 13E-3, with proxy statement attached as an exhibit, with the U.S. Securities and Exchange Commission (the "SEC") and has called an Extraordinary General Meeting of shareholders to be held on 25 September, 2017 to consider and vote on the proposed Merger of Zhaopin detailed in SEEK's announcement on 7 April, 2017. Further details are set out in the attached copy of Zhaopin's announcement.

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*This announcement contains certain "forward-looking statements". Forward looking words such as, "expect", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target" and other similar expressions are intended to identify forward-looking statements within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Such forward-looking statements, opinions and estimates are not guarantees of future performance.*

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**Zhaopin Limited Announces  
Extraordinary General Meeting of Shareholders**

BEIJING, August 17, 2017 -- Zhaopin Limited (NYSE: ZPIN) (“Zhaopin” or the “Company”), a leading career platform<sup>1</sup> in China focused on connecting users with relevant job opportunities through their career lifecycle, today announced that it has called an extraordinary general meeting of shareholders (the “EGM”) to be held on September 25, 2017 at 10:00 a.m. (Beijing time), at 5/F, Shoukai Square, No. 10 Furong Street, Wangjing, Chaoyang District, Beijing, The People’s Republic of China. The meeting will be held to consider and vote on, among other matters, the proposal to authorize and approve the previously announced agreement and plan of merger (the “Merger Agreement”) dated April 6, 2017, among the Company, SEEK International Investments Pty Ltd. (“Parent”) and Zebra Mergerco, Ltd. (“Merger Company”), the plan of merger required to be filed with the Registrar of Companies of the Cayman Islands (the “Plan of Merger”), and the transactions contemplated thereby, including the Merger (as defined below).

Pursuant to the Merger Agreement and the Plan of Merger, Merger Company will merge with and into the Company, with the Company surviving the merger as the surviving company under Cayman Islands law (the “Merger”). If completed, the proposed Merger would result in the Company becoming a privately held company that is wholly owned by Parent (which is the current controlling shareholder of the Company) together with affiliates of Hillhouse Capital Management, Ltd. and FountainVest Partners (collectively, the “Buyer Group”) and the American depositary shares of the Company (each representing two Class A ordinary shares) (“ADSs”) will no longer be listed on the New York Stock Exchange. In addition, the ADSs and the Company’s Class A ordinary shares represented by the ADSs will cease to be registered under Section 12 of the Securities Exchange Act of 1934.

The Company’s board of directors, acting upon the unanimous recommendation of a special committee of the Company’s board of directors composed entirely of independent directors unaffiliated with the Buyer Group or any member of the management of the Company, authorized and approved the Merger Agreement, the Plan of Merger and the transactions contemplated thereby (including the Merger) and resolved to recommend that the Company’s shareholders vote FOR, among other things, the proposal to authorize and approve the Merger Agreement, the Plan of Merger and the transactions contemplated thereby (including the Merger).

Shareholders of record at the close of business in the Cayman Islands on September 4, 2017 will be entitled to attend and vote at the EGM. ADS holders as of the close of business in New York City on August 25, 2017 will be entitled to instruct JPMorgan Chase Bank, N.A., in its capacity as the ADS depository, to vote the Class A ordinary shares represented by their ADSs at the EGM.

Additional information regarding the EGM and the Merger Agreement can be found in the transaction statement on Schedule 13E-3 and the proxy statement attached as Exhibit (a)-(1) thereto, as amended, filed with the U.S. Securities and Exchange Commission (the “SEC”), which can be obtained, along with other filings containing information about the Company, the proposed Merger and related matters, without charge, from the SEC’s website ([www.sec.gov](http://www.sec.gov)). In addition, persons wanting to receive copies of the definitive proxy statement may direct such requests to the Company, at +86 (10) 58635888-68346 or via email at [ir@zhaopin.com.cn](mailto:ir@zhaopin.com.cn).

**SHAREHOLDERS AND ADS HOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THESE MATERIALS AND OTHER MATERIALS FILED WITH OR FURNISHED TO THE SEC WHEN THEY BECOME AVAILABLE, AS THEY CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, THE PROPOSED MERGER AND RELATED MATTERS.**

The Company and certain of its directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be “participants” in the solicitation of proxies from our shareholders with respect to the proposed Merger. Further information regarding persons who may be deemed participants, including any direct or indirect interests they may have, is also set forth in the definitive proxy statement.

This announcement is neither a solicitation of a proxy, an offer to purchase nor a solicitation of an offer to sell any securities and it is not a substitute for any proxy statement or other filings that have been or will be made with the SEC.

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<sup>1</sup> Zhaopin’s website is the most popular career platform in China as measured by average daily unique visitors in each of the 12 months ended June 30, 2017, the number of registered users as of June 30, 2017 and the number of unique customers for the three months ended June 30, 2017.

## **About Zhaopin Limited**

Zhaopin is a leading career platform in China, focusing on connecting users with relevant job opportunities throughout their career lifecycle. The Company's zhaopin.com website is the most popular career platform in China as measured by average daily unique visitors in each of the 12 months ended June 30, 2017, number of registered users as of June 30, 2017 and number of unique customers<sup>2</sup> for the three months ended June 30, 2017. The Company's over 140.0 million registered users include diverse and educated job seekers who are at various stages of their careers and are in demand by employers as a result of the general shortage of skilled and educated workers in China. In the fiscal year ended June 30, 2017, approximately 49.3 million job postings<sup>3</sup> were placed on Zhaopin's platform by 613,083 unique customers including multinational corporations, small and medium-sized enterprises and state-owned entities. The quality and quantity of Zhaopin's users and the resumes in the Company's database attract an increasing number of customers. This in turn leads to more users turning to Zhaopin as their primary recruitment and career-related services provider, creating strong network effects and significant entry barriers for potential competitors. For more information, please visit <http://www.zhaopin.com>.

## **Safe Harbor Statements**

This news release may include certain statements that are not descriptions of historical facts, but are forward-looking statements. These forward-looking statements can be identified by terminology such as "if," "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and similar statements. Forward-looking statements involve risks, uncertainties and other factors that could cause actual results to differ materially from those contained in any such statements. Potential risks and uncertainties include, but are not limited to, uncertainties as to the expected benefits and costs of the proposed Merger; the expected timing of the completion of the Merger; the parties' ability to complete the Merger considering the various closing conditions, including any conditions related to regulatory approvals; the possibility that various closing conditions to the Merger may not be satisfied or waived and other risks and uncertainties discussed in the Company's filings with the U.S. Securities and Exchange Commission, as well as the Schedule 13E-3 transaction statement and the proxy statement to be filed by the Company in connection with the Merger. The Company does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

## **For more information, please contact:**

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<sup>2</sup> A "unique customer" refers to a customer that purchases the Company's online recruitment services during a specified period. Zhaopin makes adjustments for multiple purchases by the same customer to avoid double counting. Each customer is assigned a unique identification number in the Company's information management system. Affiliates and branches of a given customer may, under certain circumstances, be counted as separate unique customers.

<sup>3</sup> Zhaopin calculates the number of job postings by counting the number of newly placed job postings during each respective period. Job postings that were placed prior to a specified period - even if available during such period - are not counted as job postings for such period. Any particular job posting placed on the Company's website may include more than one job opening or position.